

PATHWAY Energy Infrastructure Fund, Inc.

Market Opportunity

The energy and energy-related infrastructure and industrial sectors are large and diversified asset classes that traditionally maintain attractive and distinct investment characteristics, including relatively stable cash flows, high barriers to entry, interest payments, or distributions. Energy companies are growing, both in size and importance to the U.S. and global economies.

- ➡ The International Energy Agency (IEA) estimates that over \$40 trillion of investments in energy infrastructure will be needed for global supply to meet global demand through 2035.*
- ➡ Approximately 15% of this amount, or \$6 trillion,** must be invested in the United States energy infrastructure to support the development of the long-term energy assets that drive production, transportation, and distribution of energy and other commodities. Such investments are expected across all the subsectors of the energy and energy-related infrastructure and industrial markets.

Investment Thesis

PATHWAY Energy Infrastructure Fund, Inc. (the "Fund") will focus on securities of companies in the energy and energy-related infrastructure and industrial markets that have or are connected to an underlying infrastructure, asset base, and/or cash flow to create downside protection for its investments. Energy companies include companies that engage in the exploration, development, production, gathering, transportation, processing, storage, refining, distribution, mining, generation, or marketing of natural gas, natural gas liquids, crude oil, refined products, coal or power, as well as other energy-related industrial companies with businesses engaged in manufacturing, chemicals, infrastructure, materials, logistics, marketing, waste, and environmental services.

The primary areas of focus for various energy industry subsectors:

- ➡ **Upstream businesses** develop and extract energy resources, including natural gas, natural gas liquids, crude oil, and coal from onshore and offshore geological reservoirs, as well as from renewable sources, including agricultural, thermal, solar, wind, and biomass.
- ➡ **Midstream businesses** gather, process, store, transport, and transmit energy resources and their byproducts in a form that is usable for refining, processing, power generation, utility, petrochemical, industrial, and gasoline customers—including pipelines, gas processing plants, liquefied natural gas facilities, and other energy infrastructure.
- ➡ **Downstream businesses** refine, market, and distribute energy, such as customer-ready natural gas, natural gas liquids, gasoline, diesel, and jet fuel to end-user customers and customers engaged in the generation, transmission, and distribution of electricity.
- ➡ **Service and equipment businesses** provide services and/or equipment to aid in the exploration and production of natural gas, natural gas liquids, and crude oil, including seismic, drilling, completion, and production activities, as well as companies that support the operations and development of power assets.
- ➡ **Power businesses** generate, transmit, and distribute power and electricity.
- ➡ **Other energy-related industrial businesses** engage in manufacturing, chemicals, infrastructure, materials, logistics, marketing, waste, and environmental services.

*International Energy Agency, *World Energy Investment Outlook 2014*, Table 1.3, pg. 29.

***Ibid.*

PATHWAY

ENERGY INFRASTRUCTURE FUND

PATHWAY Energy Infrastructure Management, LLC (the “Adviser”) anticipates that the Fund’s portfolio will be comprised primarily of income-oriented securities—which include senior secured loans, debt securities and income-focused preferred and common equity interests—of private or public energy companies and energy-related infrastructure and industrial companies in North America within the targeted sectors. The Adviser currently intends to initially weight the Fund’s portfolio toward senior secured and unsecured debt. The Fund intends to invest in syndicated investments in the primary and secondary markets and in self-originated investments in order to tailor investments to best match a company’s needs with the Fund’s investment objectives. The portfolio may also include current income-focused preferred or common equity interests.

The Fund intends to invest in a portfolio that is diverse by sub-sector and individual portfolio company. The Fund does not intend to operate as a “diversified” investment company as defined by the Investment Company Act of 1940 (“1940 Act”). See “Material U.S. Federal Income Tax Considerations—Taxation as a Regulated Investment Company” for detailed RIC diversification requirements in the Fund’s prospectus.

Leadership Overview

As part of the partnership that oversees the fund, Prospect Capital Management LLC serves as the fund’s portfolio manager. Provasi Capital Partners LP serves as the fund’s distributor.

Prospect Capital Management LLC*

- ➔ An established asset management firm and Registered Investment Advisor
 - ➔ Over a 25-year history (along with its predecessors)
 - ➔ Senior management team in second decade of working together through multiple economic cycles
 - ➔ Approximately 100 professionals across all functions
 - ➔ Institutional infrastructure, including financial reporting, legal, compliance, and administration
- ➔ Manages Prospect Capital Corporation, a business development company publicly listed on Nasdaq (Ticker: PSEC)
 - ➔ More than \$7.6 billion of capital under management
- ➔ Seasoned investment professionals
 - ➔ Senior team members’ experience averages over 20 years
 - ➔ Significant experience in originating, evaluating, structuring, and investing in energy and energy-related infrastructure and industrial companies
 - ➔ Investment expertise across all levels of the corporate capital structure in senior secured loans, senior and subordinated notes, and current-income-focused preferred and common equity
- ➔ Focus on safety and capital preservation
 - ➔ Rigorous credit analysis and a highly systematic investment process
 - ➔ Employs a conservative investment approach focused on consistent current cash income and long-term investment performance
- ➔ Broad multi-channel investment origination network
 - ➔ Contacts with more than 800 private equity sponsors, 5,000 financial intermediaries, and over 35 syndication/club relationships
 - ➔ Team utilizes market knowledge, experience, and industry relationships to identify attractive investment opportunities
- ➔ Track Record (Prospect Capital Corporation)
 - ➔ More than \$7.6 billion of capital under management
 - ➔ Has invested more than \$1 billion across 32 investments in the Fund’s energy-related strategy since 2003

*All data as of June 30, 2016. Capital under management includes undrawn credit facilities.

Provasi Capital Partners LP

Provasi Capital Partners LP, oversees distribution of the products with an experienced and deep team composed of internal and external sales, marketing, product management, legal and regulatory compliance. The company is headquartered in Dallas, Texas.

- ➔ Relationships with more than 500 broker-dealers with a distribution channel exceeding 125,000 financial advisors

Offering Highlights

- ➔ 1940 Act closed-end fund structure—a standard, proven structure—and straightforward listing process
- ➔ The Adviser is a private investment firm that is a Registered Investment Advisor
- ➔ Monthly distributions – the fund has paid XX consecutive monthly distributions since September 2015
- ➔ Quarterly determination of net asset value
- ➔ Leverage limited to one-third of assets or less

Potential Share Repurchase Program¹

- ➔ Commencing in the first calendar quarter following the one-year anniversary of the date that the minimum offering requirement is met, and on a quarterly basis thereafter, the Fund intends to offer to repurchase shares on such terms as may be determined by the Board of Directors.
- ➔ Limited to 20% of the weighted average number of shares outstanding in the prior calendar year, or 5% in each quarter. The Board of Directors intends to limit the numbers of shares to be repurchased to the number of shares the Fund can repurchase with proceeds it receives from the sale of shares pursuant to the Fund's distribution reinvestment plan.
- ➔ The Board of Directors may suspend or terminate the share repurchase program at any time.
- ➔ The Board of Directors intends to limit the numbers of shares to be repurchased to the number of shares the Fund can repurchase with proceeds it receives from the sale of shares pursuant to the Fund's distribution reinvestment plan.

Exit Alternatives

- ➔ The Fund intends to pursue a liquidity event, such as a public listing of the Fund's shares on a national securities exchange, immediately following the completion of the offering (subject to the then-current market conditions).
- ➔ Other exit alternatives include (1) the sale of all or substantially all of the Fund's assets, either on a complete portfolio basis or individually followed by a liquidation or (2) a merger or another transaction approved by the Board of Directors in which shareholders receive cash or shares of another publicly traded company.
- ➔ While the Fund's intention is to pursue a liquidity event immediately following the completion of this offering, the completion of a liquidity event is at the sole discretion of the Board of Directors, and depending upon the event, may require shareholder approval, and there can be no assurances that a suitable transaction will be available or that market conditions will permit a liquidity event. As a result, a liquidity event may not occur within the projected timeframe or at all.

Offering Details

Fund Availability	September 1, 2014
Investment Objective	Primarily to provide investors with current income and, as a secondary objective, long-term capital appreciation
Investment Adviser	Pathway Energy Infrastructure Management LLC
Distributor	Provasi Capital Partners LP
Portfolio Manager	Prospect Capital Partners LLC
Offering Size	\$1,500,000,000
Securities	Shares of common stock
Share Price	\$15 per Class R share (subject to periodic price adjustment) ¹
Minimum Investment	\$1,000
Structure	Registered closed-end fund; intends to operate as a regulated investment company (RIC) and minimize taxes. Will not be diversified for purposes of the Investment Company Act of 1940
Targeted Offering Period	Three years
Distribution Payment Frequency	Monthly
Distribution Reinvestment	Yes (at investor's option)**
Investment Types	The Fund intends to generate current income and, as a secondary objective, long-term capital appreciation by investing, under normal circumstances, at least 80% of total assets (or net assets plus borrowings) in securities of companies that operate primarily in energy and related infrastructure and industrial sectors, such as: senior secured loans; unsecured debt; and other income-producing securities. Equity interests may include interests in master limited partnerships, which are primarily publicly traded energy companies that are structured as limited partnerships or limited liability companies but treated as partnerships for federal income tax purposes. The Fund's debt investments will typically be rated below investment grade, and in some circumstances, unrated.
Potential Share Redemption Program	Yes (anticipated one year after initial escrow close) ¹
Loan Borrowers	Private or public companies in North America in the targeted sectors
Leverage	Regulatory cap of 33% of total assets
Potential Exit Strategies	The Fund intends to attempt to invest in securities that may be sold in a privately negotiated over-the-counter market or public market, providing a means by which the Fund may exit its positions. Potential exit strategies include listing on a national exchange, merger, or sale of assets. Exit strategy is at the sole discretion of the Fund's Board of Directors and may require a shareholder vote. There is no assurance that a liquidity event will be completed within the targeted three-year offering period or at all.
Total Stockholder Transaction Expenses	Maximum of 10% (includes commissions, dealer manager fee, and organization and offering expenses), estimated to be 9.5% ²
Average Annual Expense Ratio	23.04% (Includes 0.25% interest payments on borrowed funds, 3.13% management fees, 1.18% acquired fund fees and expenses, 18.48% other expenses) ²
Subordinated Incentive Fee	Payable quarterly to Adviser after achieving a 6% annualized return to investors
Form of Tax Reporting	1099

¹A significant portion of the Fund's portfolio will be recorded at fair value as determined in good faith by the Board of Directors and, as a result, there may be uncertainty as to the value of the Fund's investments.

²Distributions are not guaranteed. There is no assurance that distributions will be made or that any particular rate of distribution will be maintained.

Advisory Fees Under the Investment Advisory Agreement

The Adviser is entitled to a fee consisting of two components:

- ➔ A base management fee calculated at an annual rate of 2% of the Fund's total assets
 - Payable quarterly in arrears
 - Calculated on the average value of total assets as of the end of the two most recently completed calendar quarters
- ➔ An incentive fee based on the achievement of specific Fund performance targets, of up to 20% of the pre-incentive fee net investment income, subject to preferred return.
 - Subordinated incentive fee on income to be calculated and payable quarterly in arrears based upon the Fund's "pre-incentive fee net investment income" for the immediately preceding quarter, and will be subordinated to a preferred return on the value of the Fund's net assets at the end of the immediately preceding calendar quarter equal to 1.5% per quarter (an annualized rate of 6%).
 - No capital gain incentive fee (advantage to shareholder relative to the typical fees of business development companies)

Share Classes

- ➔ **Class R**—(*Retail*) subject to sales commissions and dealer manager fees
- ➔ **Class RIA**—(*Registered Investment Advisor*) subject to dealer manager fees
- ➔ **Class I**—(*Institutional*) not subject to sales commissions or dealer manager fees

Third-party Due Diligence

FactRight, LLC and Bowman Law Firm have been engaged to perform due diligence reviews of the product. To receive a copy of the report(s), please contact Celeste Thompson, Vice President of Due Diligence, at cthompson@provasimail.com.

¹The Fund intends to institute a share repurchase program, but will limit the number of shares that it will offer to repurchase. As a result, a shareholder's ability to sell his or her shares will be limited, and shareholders may not receive a full return of invested capital upon selling their shares. The Fund's Board of Directors may suspend or terminate this program at any time.

²Amount assumes that we sell \$2.1 million worth of our shares during the 12 months following June 30, 2016, which represents the average monthly rate of capital raising during the 3 months from April 1, 2016 to June 30, 2016 over 12 months. As of June 30, 2016, we had net assets of approximately \$6 million. Assuming we raise an additional \$2.1 million over the 12 months following June 30, 2016, we would receive net offering proceeds from such sales of \$2 million (not including the conditional reimbursement of offering and organization costs to our Adviser), resulting in estimated net assets of \$8 million and average net assets of \$7 million, based on our net assets of \$6 million as of June 30, 2016. The amount also assumes that we do not borrow funds during such period. Actual expenses will depend on the number of shares we sell in this offering and the amount of leverage we employ. For example, if we were to raise proceeds significantly less than this amount over the next twelve months, our expenses as a percentage of our average net assets would be significantly higher. There can be no assurance that we will sell \$2.1 million of our shares during the twelve months following June 30, 2016.

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ENERGY INFRASTRUCTURE FUND

Important Risk Factors to Consider

An investment in shares of PATHWAY Energy Infrastructure Fund, Inc. (the “Fund”) involves substantial risk and may result in the loss of principal invested. This Fund may not be suitable for all investors. You should carefully read the information found in the Fund’s prospectus, including the “Risk Factors” section, before deciding to invest in the Fund’s shares. **These risks include:**

- ➔ Absence of a public market for these securities
- ➔ Limited operating history
- ➔ The Adviser’s lack of experience managing a registered closed-end fund
- ➔ Limited liquidity and lack of transferability
- ➔ Reinvestment risk
- ➔ Risks related to failing to qualify as a registered investment company for U.S. federal income tax purposes
- ➔ Exposure to credit risk, interest rate risk, and currency rate risk
- ➔ Risks associated with lending activities, including underlying borrower fraud
- ➔ Risks associated with investing in non-investment-grade debt
- ➔ Risks associated with investing in foreign securities
- ➔ Absence of investments identified for acquisition
- ➔ Reliance on and payment of significant fees to the Fund’s Adviser and its affiliates
- ➔ Potential uncertainty as to the value of the Fund’s assets
- ➔ Potential conflicts of interest
- ➔ Risk that the net offering price per share will not reflect the Fund’s net asset value
- ➔ Risk that the purchase price paid by you may be higher than a prior purchase price per share and therefore you may receive a smaller number of shares
- ➔ Potential interruption and deferral of cash flow
- ➔ No assurance that distributions will be made or that any particular rate of distribution will be maintained
- ➔ Distributions to stockholders may be funded from expense support payments provided by the Adviser that are subject to repayment to the Adviser if certain conditions are met. Distributions may not be based on investment performance and may not continue in the future. The reimbursement of these payments to the Adviser (if any such reimbursements are made) would reduce the future distributions to which investors would otherwise be entitled.
- ➔ Lack of diversification in assets of the Fund until significant funds have been raised
- ➔ Risk that the Fund’s operating results will be affected by economic and regulatory changes that have an adverse impact on the Fund’s investments
- ➔ Potential effect of environmental, regulatory, political and general market risks on the performance of energy companies
- ➔ Unforeseen increases in operating and capital expenses
- ➔ Risks associated with investing in small and middle-market companies
- ➔ Lack of availability of due diligence information
- ➔ Risk related to the fact that the assets of the Fund are intended to be concentrated in the energy and energy-related infrastructure and industrial sectors
- ➔ Risk that the Fund will not achieve its investment objectives if it does not raise sufficient capital
- ➔ Risks related to fluctuating supply and demand for energy products
- ➔ The Fund will not be a diversified investment fund for purposes of the 1940 Act.

These and other risks may impact PATHWAY Energy Infrastructure Fund, Inc.’s financial condition, operating results, returns to its investors, and ability to make distributions as stated in the Fund’s prospectus.

FORWARD-LOOKING STATEMENTS

This material contains forward-looking statements relating to the business and financial outlook of PATHWAY Energy Infrastructure Fund, Inc. (the “Fund”) that are based on the Fund’s current expectations, estimates, forecasts, and projections, and are not guarantees of future performance. Forward-looking statements can generally be identified by the use of forward-looking terminology, such as “may,” “anticipate,” “expect,” “intend,” “plan,” “believe,” “seek,” “estimate,” “would,” “could,” “should,” and variations of these words or similar expressions. Actual results may differ materially from those expressed in these forward-looking statements, and you should not place undue reliance on any such statements. A number of important factors could cause actual results to differ materially from the forward-looking statements contained in this material. Such factors include those listed above, and those described in the “Risk Factors” section of the Fund’s prospectus. Forward-looking statements in this material speak only as of the date on which such statements were made, and the Fund undertakes no obligation to update any such statements that may become untrue because of subsequent events.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF ANY OFFERING OF PATHWAY ENERGY INFRASTRUCTURE FUND, INC. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PATHWAY Energy Infrastructure Fund, Inc. program securities are distributed by Provasi Capital Partners LP, a related entity to the co-sponsor, as dealer manager. This material has been prepared by Provasi Capital Partners LP on behalf of the issuer. Provasi Capital Partners LP is a member of FINRA/SIPC.