

PRIORITY INCOME FUND, INC. APPLICATION

IF YOU NEED ASSISTANCE IN COMPLETING THIS APPLICATION,
PLEASE CALL INVESTOR SERVICES AT 866.655.3650

<p>(1) INVESTMENT</p>	<p style="text-align: center;">Please make all checks* payable to: "Priority Income Fund, Inc."</p> <p><small>*Cash, cashier's checks/official bank checks under \$10,000, foreign checks, money orders, third party checks, or traveler's checks are not accepted</small></p> <p style="text-align: center;">INVESTMENT AMOUNT: \$ _____ The minimum investment is \$1,000 - All additional investments must be for at least \$500.00</p> <p style="text-align: center;">Share Class <i>Please select one of the following</i></p> <p> <input type="checkbox"/> Class R Shares <i>Purchased through a Broker Dealer</i> <input type="checkbox"/> Class RIA Shares <i>Purchased through an RIA</i> <input type="checkbox"/> Class I Shares <i>Purchased through an Institutional agreement</i> </p> <p><input type="checkbox"/> Waiver of Commission. Please check this box if you are eligible for a waiver of commission. Waivers of commissions are available to: purchases through an affiliated investment advisor, participating Broker-Dealer or its retirement plan, or for a representative of a participating Broker-Dealer or his or her retirement plan or family members(s).</p>
<p>(2) NON-CUSTODIAL OWNERSHIP</p>	<p> <input type="checkbox"/> Individual <input type="checkbox"/> Trust Include title and signature pages </p> <p><input type="checkbox"/> Joint Tenant: _____ <small>Type of Joint Tenancy</small> <small>Joint accounts will be registered as joint tenants with rights of survivorship unless otherwise indicated</small></p> <p> <input type="checkbox"/> Corporation (specify below) <input type="checkbox"/> Pension or Profit Sharing Plan Include Plan Documents <input type="checkbox"/> Partnership </p> <p> <input type="checkbox"/> S-Corp <input type="checkbox"/> C-Corp </p> <p><input type="checkbox"/> Uniform Gift/Transfer to Minors (UGMA/UTMA) <small>Under the UGMA/UTMA of the State of _____</small></p> <p><input type="checkbox"/> Other: _____ <small>Specify</small></p>
<p>(3) CUSTODIAL OWNERSHIP <small>Send all paperwork directly to the custodian</small></p>	<p> <input type="checkbox"/> IRA: _____ <small>Type of IRA (Traditional, Roth, or SEP)</small> <input type="checkbox"/> Pension or Profit-Sharing Plan <input type="checkbox"/> Other: _____ <small>Specify</small> </p> <p>Custodian Name: _____ Custodian Tax ID: _____</p> <p>Street/P.O. Box: : _____</p> <p>City, State, Zip:: _____</p> <p>Custodial Account #: _____ Custodian Telephone #: _____</p>
<p>(4) INVESTOR INFORMATION REQUIRED</p>	<p>Please print name(s) in which shares are to be registered.</p> <p> <input type="checkbox"/> U.S. Citizen <input type="checkbox"/> Resident Alien Country or Origin: _____ <input type="checkbox"/> Non-Resident Alien Country or Origin: _____ </p> <p>Owner//Trust/Entity Name: _____</p> <p>Tax ID/SS#: _____ Date of Birth: _____</p> <p>Jt. Owner/ Trustee Name: _____</p> <p>Tax ID/SS#: _____ Date of Birth: _____</p> <p>Street Address (required): _____</p> <p>City: _____ State: _____ Zip Code: _____</p> <p>If Non-U.S., Specify Country: _____ Daytime Phone: _____</p> <p>Mailing Address (optional): _____</p> <p>City: _____ State: _____ Zip Code: _____</p> <p>If Non-U.S., Specify Country: _____ Daytime Phone: _____</p> <p>E-mail Address: _____</p>

**(5)
DISTRIBUTIONS**

Complete this section to enroll in the Distribution Reinvestment Plan or to elect to receive distributions by check mailed to you, by check mailed to a third-party or alternate address, or by direct deposit.

Custodial accounts may not direct distributions to a party other than the Custodian address of record.

I hereby subscribe for shares of Priority Income Fund, Inc. and elect the distribution option indicated below:

- Participate in the Distribution Reinvestment Plan** (see Prospectus for details)
- Check** mailed to the address of record/Custodian for the benefit of the investor
- Check** mailed to third party/alternate address

To direct distributions to a party other than the registered owner, please provide applicable information below.

Third Party/Alternate Address

Institution/Payee Name: _____

Account #: _____

Name on Account: _____

Street/P.O. Box: _____

City: _____ State: _____ Zip Code: _____

- Direct Deposit – please attach a pre-printed voided check.** I authorize Priority Income Fund, Inc. or its agent to deposit my distribution to my checking or savings account. This authority will remain in force until I notify Priority Income Fund, Inc. in writing to cancel it. In the event that Priority Income Fund, Inc. deposits funds erroneously into my account, they are authorized to debit my account for an amount not to exceed the amount of the erroneous deposit.

**(6)
ACCOUNT
OPTIONS**

You may select more than one option.

- Automatic Purchase Plan – please attach a pre-printed voided check** *This option is not available for Custodial accounts* Electronic Funds Transfer from your bank account directly to your Priority Income Fund, Inc. investment account (\$500 minimum). I authorize Priority Income Fund, Inc. or its agent to draft from my checking or savings account. This authority will remain in force until I notify Priority Income Fund, Inc. in writing to cancel it. In the event that Priority Income Fund, Inc. drafts funds erroneously from my account, they are authorized to credit my account for an amount not to exceed the amount of the erroneous draft.

I authorize Priority Income Fund, Inc. or its agent to draft from my checking or savings account in the amount of \$_____ (last day of the month).

- Electronic Delivery of Reports and Updates.** I authorize Priority Income Fund, Inc. to make available on its website at www.priority-incomefund.com its quarterly reports, annual reports, proxy statements, prospectus supplements or other reports required to be delivered to me, as well as any property or marketing updates, and to notify me via e-mail when such reports or updates are available in lieu of receiving paper documents. (You must provide an e-mail address if you choose this option.)

E-mail Address: _____

**(7)
BROKER
DEALER/
FINANCIAL
ADVISOR
INFORMATION**
(All fields must be completed)

The Financial Advisor must sign below to complete order. The Financial Advisor hereby warrants that he/she is duly licensed and may lawfully sell shares in the state designated as the investor's legal residence.

Broker-Dealer Name: _____ Phone Number: _____

Street/P.O. Box: _____

City: _____ State: _____ Zip Code: _____

Financial Advisor Name: _____ Phone Number: _____

Financial Advisor #: _____ Branch #: _____

Advisor Mailing Address: _____

City: _____ State: _____ Zip Code: _____

- Registered Investment Adviser (RIA):** All sales of securities must be made through a Broker-Dealer. If an RIA has introduced a sale, the sale must be conducted through (1) the RIA in his or her capacity as a Registered Representative of a Broker-Dealer, if applicable; (2) a Registered Representative of a Broker-Dealer which is affiliated with the RIA, if applicable; (3) if neither (1) nor (2) is applicable, an unaffiliated Broker-Dealer. **(Section 7 must be filled in)**

The undersigned confirm on behalf of the Broker-Dealer that they (1) have reasonable ground to believe that the information and representations concerning the investor identified herein are true, correct and complete in all respects; (2) have discussed such investor's prospective purchase of shares with such investor; (3) have advised such investor of all pertinent facts with regard to the lack of liquidity and marketability of the shares; (4) have delivered a current Prospectus and related supplements, if any, to such investor; (5) have reasonable grounds to believe that the investor is purchasing these shares for his or her own account; (6) have reasonable grounds to believe that the purchase of shares is a suitable investment for such investor, that such investor meets the suitability standards required by applicable law, regulation or rule, as well as any suitability standards applicable to such investor set forth in the Prospectus and related supplements, if any, and that such investor is in a financial position to enable such investor to realize the benefits of such an investment and to suffer any loss that may occur with respect thereto.

Financial Advisor Signature

Date

**(8)
SUBSCRIBER
SIGNATURES**

TAXPAYER IDENTIFICATION NUMBER OR SOCIAL SECURITY NUMBER CONFIRMATION (required): The investor signing below, under penalties of perjury, certifies that (1) the number shown on this application is my correct taxpayer identification number (or I am waiting for a number to be issued to me), (2) I am not subject to backup withholding because I am exempt from backup withholding, I have not been notified by the Internal Revenue Service ("IRS") that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding, and (3) I am a U.S. person (including a U.S. resident alien) unless I have otherwise indicated in section 4 above.

I understand that I will not be admitted as a stockholder until my investment has been accepted. Depositing of my check alone does not constitute acceptance. The acceptance process includes, but is not limited to, reviewing the Application for completeness and signatures, conducting an Anti-Money Laundering check as required by the USA PATRIOT Act and depositing funds.

Priority Income Fund, Inc. is required by law to obtain, verify and record certain personal information from you or persons on your behalf in order to establish the account. Required information includes name, date of birth, permanent residential address and social security/taxpayer identification number. We may also look to see other identifying documents. If you do not provide the information, Priority Income Fund, Inc. may not be able to open your account. By signing the Application, you agree to provide this information and confirm that this information is true and correct. If we are unable to verify your identity, or that of another person(s) authorized to act on your behalf, or if we believe we have identified potentially criminal activity, we reserve the right to take action as we deem appropriate which may include closing your account.

Please separately initial each of the representations below. Except in the case of fiduciary accounts, you may not grant any person a power of attorney to make such representations on your behalf. In order to induce Priority Income Fund, Inc. to accept this application, I hereby represent and warrant to you as follows:

ALL ITEMS MUST BE READ AND INITIALED

- (1) I have received the applicable Priority Income Fund, Inc. Prospectus.
- (2) I acknowledge that there is no public market for the shares and, thus, my investment in shares is not liquid.
- (3) I (we) represent that I am (we are) purchasing the shares for my (our) own account, or, if I am (we are) purchasing shares on behalf of a trust or other entity of which I am (we are) trustee(s) or authorized agent(s), then I (we) represent that I (we) have due authority to execute the Application and do hereby legally bind the trust or other entity of which I am (we are) trustee(s) or authorized agent(s).

Owner	Joint Owner
_____	_____
_____	_____
_____	_____

We will deliver a confirmation of sale to you after your purchase is completed.

If you participate in the Distribution Reinvestment Plan or make subsequent purchases of shares of Priority Income Fund, Inc., including purchases made pursuant to our Automatic Purchase Plan, you agree that, if you fail to meet the suitability requirements for making an investment in shares or can no longer make the representations or warranties set forth in this Section 8, you are required to promptly notify Priority Income Fund, Inc. and your Broker-Dealer in writing.

The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

MUST BE SIGNED BY CUSTODIAN OR TRUSTEE IF IRA OR QUALIFIED PLAN IS ADMINISTERED BY A THIRD PARTY.

All items on the Application must be completed in order for your application to be processed. Subscribers are encouraged to read the Prospectus in its entirety for a complete explanation of an investment in Priority Income Fund, Inc.

Owner/Trustee Signature

Date

Printed Name

Jt. Owner/Trustee/Custodian Signature

Date

Printed Name

(9)
MAILING
INSTRUCTIONS

Please make your check payable to **Priority Income Fund, Inc.**, and, along with the completed Subscription Application, such check will be mailed or delivered by the selected Broker-Dealer or Registered Investment Advisor to:

Via Mail:
Priority Income Fund, Inc.
c/o Shareholder Services
P.O. Box 219768
Kansas City, MO 64121-9768
866-655-3650

Via Express/Overnight Delivery:
Priority Income Fund, Inc.
c/o Shareholder Services
430 West 7th Street
Kansas City, MO 64105-1407
866-655-3650

ACH/Wire Instructions: **Bank:** UMB Bank, N.A., for Priority Income Fund, Inc.
ABA #:101000695, **Account #:** 9871691551

