



## Past performance is neither indicative nor a guarantee of future results.

<sup>1</sup>Distributions are not guaranteed. There is no assurance that distributions will be made or that any particular rate of distribution will be maintained.

<sup>2</sup>The annualized distribution rate is based on the current offering price of a share class. It is calculated by annualizing the sum of all distributions during the preceding 12 months (or since the inception of distributions, if shorter) divided by the offering price of the share class as of the date of publication. A portion of the fund's distributions over the past 12 months included a return of capital. A significant portion of the Fund's distributions are from expense support payments provided by the Fund's Adviser that may be subject to repayment by the Fund within three years if certain conditions are met.

<sup>3</sup>Data in this section is estimated and based on information compiled from Intex Solutions upon portfolio close at end of quarter and are subject to change.

<sup>4</sup>On June 8, 2017, the Company's Board of Directors approved a continuation of the offering period for up to 36 months following the effective date of the Fund's current prospectus, to November 2019, unless further extended by the Board of Directors.

## Important Risk Factors to Consider

An investment in shares of Priority Income 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 regulated investment company for U.S. federal income tax purposes
- ▲ Exposure to leveraged credit risk and interest rate risk
- ▲ Risks associated with lending activities, including underlying borrower fraud
- ▲ Non-investment grade debt involves a greater risk of default and higher price volatility than investment grade debt.
- ▲ Absence of investments identified for acquisition
- ▲ 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
- ▲ Risk of significant leverage within the Fund and collateralized loan obligations ("CLOs")
- ▲ 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
- ▲ Unforeseen increases in operating and capital expenses
- ▲ Lack of availability of due diligence information
- ▲ Risk related to the fact that the assets of the Fund are intended to be concentrated in senior secured loans and CLOs
- ▲ Risk that the Fund will not achieve its investment objectives if it does not raise sufficient capital
- ▲ The Fund will not be a diversified investment fund for purposes of the 1940 Act.

*These and other risks may impact the Fund's financial condition, operating results, returns to its investors, and ability to make distributions as stated in the Fund prospectus.*

Portfolio information is as of September 30, 2017. Holdings are subject to change. For more updated information, please contact Provasi Capital Partners at 866.655.3600 or visit [priority-incomefund.com](http://priority-incomefund.com).

This material contains forward-looking statements relating to the business and financial outlook of Priority Income Fund, Inc. that are based on the Fund's current expectations, estimates, forecasts, and projections, and are not guarantees of future performance. 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 ANY OFFERING OF PRIORITY INCOME FUND, INC. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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