

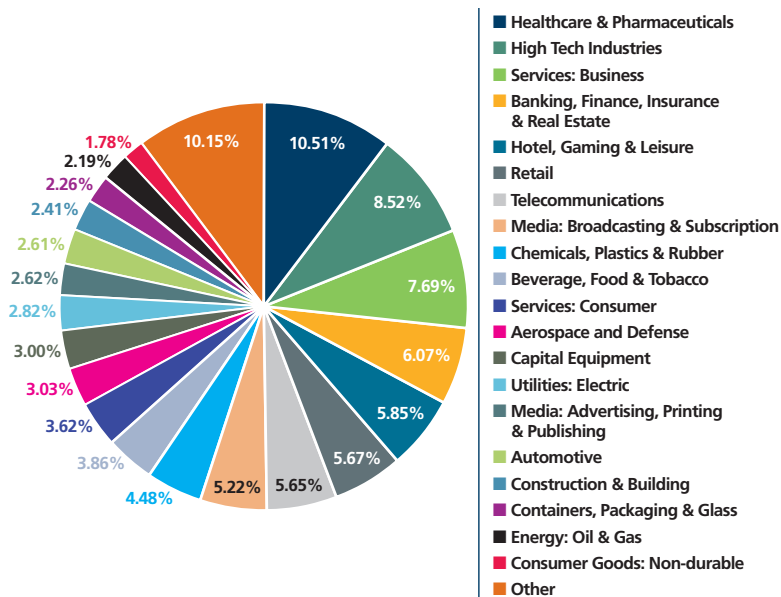
Priority Income Fund

Class R Share Price: \$16.35
Class RIA Share Price: \$15.37

The Investment Strategy

The Fund intends to generate current income and, as a secondary objective, long-term capital appreciation by investing at least 80% of total assets in securitized pools of senior secured loans and/or investing in senior secured loans in the primary or secondary markets.

Industries of Underlying Senior Secured Loans



Fund Performance

Annualized Distribution Rate*
by Share Class: R Shares: 9.27%
RIA Shares: 9.86%

Cumulative Distributions Per Share
(since inception) \$4.74836

Portfolio Characteristics (estimated)**

▲ **Total Capital Raised:** \$259.1 million
▲ **Underlying Loans in Portfolio:** 2,977
▲ **Aggregate Balance of Underlying Loans:** \$40.9 B
▲ **Default Rate of Underlying Loans:** 0.73%

Key Facts

▲ **Inception Date**—May 9, 2013
▲ **Offering Period**—100 million shares or up to 18 months following close of the initial offering period.†
▲ **Distribution Frequency**—Monthly
▲ **Portfolio Manager**—Prospect Capital Management LLC
▲ **Minimum Investment**—\$1,000

Portfolio Look-through: Top 10 Senior Secured Loan Issuers by Exposure

Rank	Issuer	Industry	Percentage
1	Dell International	High Tech Industries	0.91%
2	Asurion	Banking, Finance, Insurance & Real Estate	0.75%
3	First Data	Banking, Finance, Insurance & Real Estate	0.75%
4	American Airlines	Transportation: Consumer	0.70%
5	Albertson's	Retail	0.65%
6	Bass Pro Group	Retail	0.62%
7	TransDigm	Aerospace & Defense	0.62%
8	Ziggo	Media: Broadcasting & Subscription	0.56%
9	Community Health Systems	Healthcare & Pharmaceuticals	0.54%
10	Charter Communications	Media: Broadcasting & Subscription	0.53%

Distributions, Per Share (\$)††

Monthly Distributions			Special Distributions		
Record Date	Pay Date	Amount	Record Date	Pay Date	Amount
October 28, 2016	October 31, 2016	0.08544	December 30, 2016	January 3, 2017	0.09696
November 25, 2016	November 28, 2016	0.08544	March 31, 2017	April 3, 2017	0.08888
December 30, 2016	January 3, 2017	0.10690			
January 27, 2017	January 30, 2017	0.08552			
February 24, 2017	February 27, 2017	0.08552			
March 31, 2017	April 3, 2017	0.10975			

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

*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. Distributions do not reflect 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.

**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.

†On February 9, 2016, the Fund Board of Directors approved an extension of the offering period for an additional period of 18 months, extending the public offering to November 2017, unless further extended by the Board of Directors.

††Distributions are not guaranteed. There is no assurance that distributions will be made or that any particular rate of distribution will be maintained. Distributions shown here include all regular and special distributions for the past two quarters.

Investors should carefully consider the investment objectives, risks, charges, and expenses of the investment company before investing. The prospectus contains this and other information and should be read carefully before investing. For more information about the Fund, please contact your financial advisor. Additional details about this investment opportunity, including a copy of the current prospectus, are available at priority-incomefund.com.

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 March 31, 2017. Holdings are subject to change. For more updated information, please contact Provasi Capital Partners at 866.655.3600 or visit 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.

Principal underwriting and wholesale distribution services are provided by Provasi Capital Partners LP, an affiliated entity of 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.