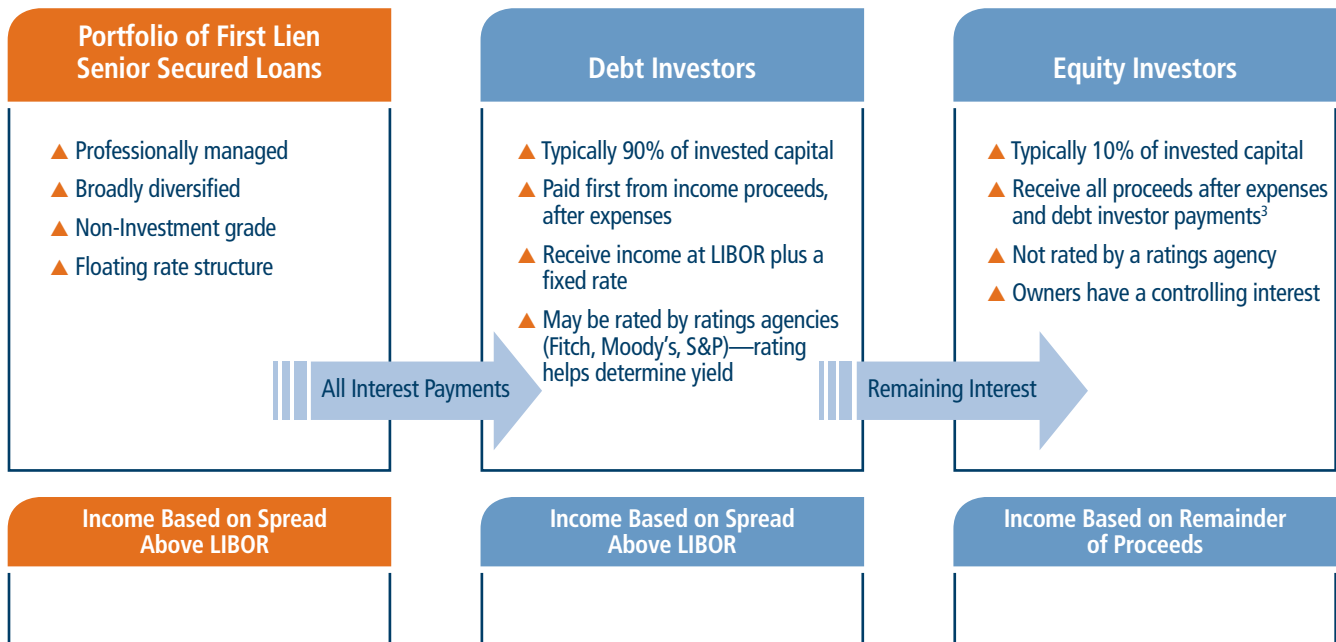
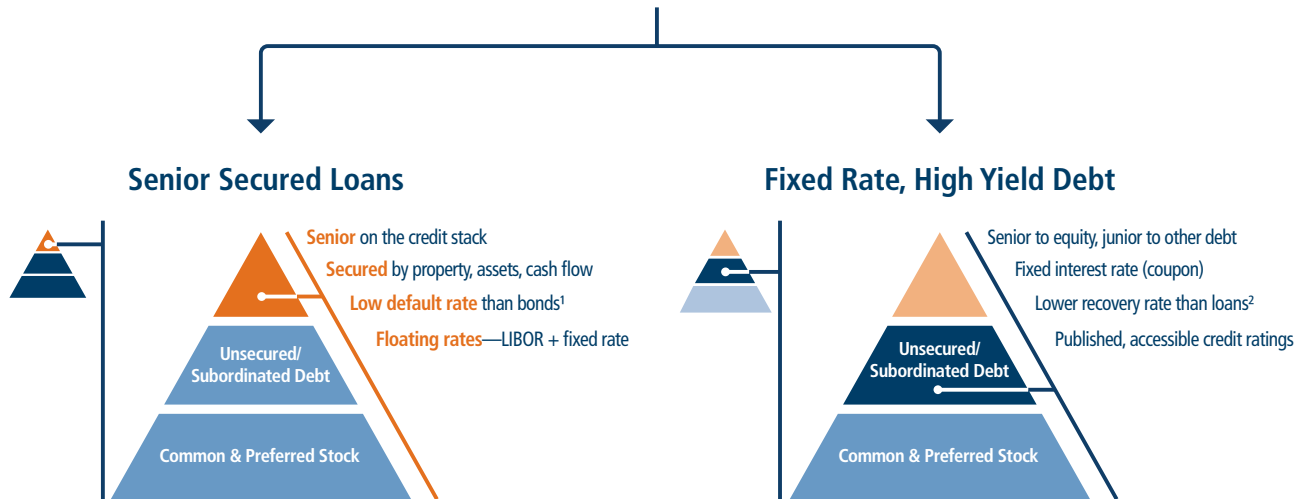


# Investment Strategy Overview



## Large American Companies



Senior secured loans and high yield bonds are made to companies rated below investment grade; non-investment-grade companies have a greater risk of default than investment-grade companies. There is no guarantee that there will be any assets available for distribution in the event of a default.

<sup>1</sup>Since 2003, senior secured loans have had a lower default rate than high yield bonds: S&P Capital IQ - LCD Research Commentary Charts

<sup>2</sup>Senior secured loans have a higher recovery rate than high yield bonds since 1987: Moody's Corporate Default and Recovery Rates, 1987-2016

<sup>3</sup>There is no guarantee that there will be proceeds from which payments will be made.

**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](http://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
- ▲ 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. Distributions may include a return of capital. 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's prospectus.*

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.

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