



NOTICE OF WITHDRAWAL

NOTICE OF WITHDRAWAL OF TENDER REGARDING SHARES HELD IN
PRIORITY INCOME FUND, INC.

TENDERED PURSUANT TO THE OFFER TO PURCHASE
DATED SEPTEMBER 10, 2020

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT,
AND THIS NOTICE OF WITHDRAWAL MUST BE RECEIVED BY
PRIORITY INCOME FUND, INC., EITHER BY
HAND-DELIVERY OR MAIL, BEFORE 4:00 PM, EASTERN TIME,
ON OCTOBER 19, 2020, UNLESS THE OFFER IS EXTENDED

COMPLETE THIS NOTICE OF WITHDRAWAL AND
RETURN BY HAND DELIVERY OR MAIL TO:

For delivery by regular mail:

Priority Income Fund, Inc.
P.O. Box 219768
Kansas City, MO 64121-9768
866-655-3650

*For delivery by registered, certified or express mail,
by overnight courier or by personal delivery:*

Priority Income Fund, Inc.
430 West 7th Street
Kansas City, MO 64105-1407
866-655-3650

YOU ARE RESPONSIBLE FOR CONFIRMING THAT THIS NOTICE OF WITHDRAWAL IS
RECEIVED BY PRIORITY INCOME FUND, INC. AT THE ADDRESS ABOVE

NOTICE OF WITHDRAWAL
Pursuant to the Offer to Purchase Dated
September 10, 2020



LADIES AND GENTLEMEN,

The undersigned hereby withdraws the tender of its Shares to Priority Income Fund, Inc. (the “Company”) for purchase by the Company that previously was submitted by the undersigned in a Letter of Transmittal dated _____, 20____. This tender was in the amount of _____ Shares.

The undersigned recognizes that upon the receipt on a timely basis of this Notice of Withdrawal of Tender, properly executed, the Shares previously tendered will not be purchased by the Company.

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| | For Individual Investors and Joint Tenants |
|--|--|

IMPORTANT: Signature of investor(s) or authorized person(s) should be exactly as appeared on subscription agreement.

Signature of Investor(s) Authorized Person(s) _____

Name of Signatory (Please print) _____

Title of Authorized Person (Please print) _____

Signature of Investor(s) Authorized Person(s) _____

Name of Signatory (Please print) _____

Title of Authorized Person (Please print) _____

| | |
|--|---------------------|
| | For Other Investors |
|--|---------------------|

Signature of Investor(s) Authorized Person(s) _____

Name of Signatory (Please print) _____

Title of Authorized person (Please print) _____





LETTER TO STOCKHOLDERS

**THIS IS NOTIFICATION OF THE QUARTERLY REPURCHASE OFFER.
IF YOU ARE NOT INTERESTED IN SELLING YOUR SHARES AT THIS TIME,
KINDLY DISREGARD THIS NOTICE.**

September 10, 2020

Dear Stockholder:

No action is required of you at this time. We have sent this letter to you only to announce the quarterly repurchase offer (the “*Offer*”) by Priority Income Fund, Inc. (the “*Company*”). The purpose of this Offer is to provide liquidity to holders of shares of the Company’s common stock (“*Shares*”), for which there is otherwise no public market. The Offer is for cash at a price equal to the net asset value per Share (“*NAV per Share*”) as of October 16, 2020 (the “*Purchase Price*”), and is made upon terms and subject to the conditions set forth in the accompanying Offer to Purchase and Letter of Transmittal. As an example of the Purchase Price, the NAV per Share on August 31, 2020, was \$10.55 per Share. The Purchase Price may be higher or lower than this amount.

The Offer period will begin on or before September 17, 2020 and end at 4:00 PM, Eastern Time, on October 19, 2020 unless the Offer is extended. Subject to the limitations contained in the Offer to Purchase, which is attached to this letter, all properly completed and duly executed letters of transmittal returned to the Company will be processed on or about October 26, 2020.

**IF YOU HAVE NO DESIRE TO SELL ANY OF YOUR SHARES AT A PRICE EQUAL TO THE COMPANY’S
NET ASSET VALUE PER SHARE AS OF OCTOBER 16, 2020, PLEASE DISREGARD THIS NOTICE.**

The Company will contact you again next quarter and each quarter thereafter to notify you if the Company intends to offer to repurchase a portion of its issued and outstanding Shares. If you would like to tender a portion or all of your Shares for repurchase at the Purchase Price, please complete the Letter of Transmittal included with this letter and return it to the Company at the address below. Please see the attached Offer to Purchase for conditions to the Offer, including, but not limited to, the fact that the Company is only offering to repurchase up to \$3,910,458 worth of our common stock. For example, at the Company’s NAV per Share of \$10.55 as of August 31, 2020, the Company would purchase 370,660 Shares pursuant to this Offer. The number of Shares purchased pursuant to this Offer will be more or less than 370,660 in the event that the NAV per Share is different as of October 16, 2020.

**All requests to tender Shares must be received in good order by the Company, at the address below, by 4:00 PM,
Eastern Time, on October 19, 2020 unless the Offer is extended.**

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430 West 7th Street
Kansas City, MO 64105-1407
866-655-3650

If you have any questions, please call your financial advisor or call the Company at (866) 655-3650.

Sincerely,

M. Grier Eliasek
Chief Executive Officer and President
Priority Income Fund, Inc.