



LETTER OF TRANSMITTAL

PURSUANT TO THE OFFER TO PURCHASE DATED
DECEMBER 10, 2020**THE OFFER WILL EXPIRE AT 4:00 PM, EASTERN TIME, ON JANUARY 18, 2021, UNLESS THE OFFER IS EXTENDED**ANY QUESTIONS CONCERNING THE OFFER OR THIS LETTER OF TRANSMITTAL
CAN BE DIRECTED TO THE FOLLOWING ADDRESSRegular Mail
Priority Income Fund, Inc.
P.O. Box 219768
Kansas City, MO 64121-9768Overnight Mail
Priority Income Fund, Inc.
430 West 7th Street
Kansas City, MO 64105-1407

DELIVERY OF THIS LETTER OF TRANSMITTAL AND ALL OTHER DOCUMENTS TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY TO PRIORITY INCOME FUND, INC. (THE "COMPANY").

THE OFFER TO PURCHASE AND THIS ENTIRE LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED.

IF YOU WANT TO RETAIN YOUR SHARES, YOU DO NOT NEED TO TAKE ANY ACTION.

LADIES AND GENTLEMEN:

This letter of transmittal is provided in connection with the Company's offer dated December 10, 2020, to purchase up to \$4,098,648 worth of common stock of the Company ("**Shares**"). This amount represents the number of Shares the Company can repurchase with the cash that has been retained by the Company during the quarter ended September 30, 2020 as a result of issuing shares through its distribution reinvestment plan (the "**DRIP**") to those shareholders who have elected to receive their distributions in the form of additional shares rather than in cash. The number of Shares purchased pursuant to this Offer will be based on the net asset value per Share ("**NAV per Share**") as of January 15, 2021. For example, at the Company's NAV per Share of \$11.17 as of November 30, 2020, the Company would purchase 366,934 Shares pursuant to this Offer. The number of Shares purchased pursuant to this Offer will be more or less than 366,934 in the event that the NAV per Share is different as of January 15, 2021. We will limit the number of shares we offer to repurchase during any calendar quarter to the number of shares we can repurchase with the cash that is retained by the Company as a result of issuing shares through the DRIP to those shareholders who have elected to receive their distributions in the form of additional shares rather than in cash during the prior calendar quarter. The person(s) signing this Letter of Transmittal (the "**Signatory**") hereby tender(s) to the Company, which is an externally managed, non-diversified, closed-end management investment company incorporated in Maryland, the number of Shares specified above for purchase by the Company at a price equal to the NAV per Share as of January 15, 2021 (the "**Purchase Price**"), in cash, under the terms and subject to the conditions set forth in the Offer to Purchase, receipt of which is hereby acknowledged, and in this Letter of Transmittal (which Offer to Purchase and Letter of Transmittal together with any amendments or supplements thereto collectively constitute the "**Offer**"). As an example of the Purchase Price, the NAV per Share on November 30, 2020, was \$11.17 per Share. The Purchase Price may be higher or lower than this amount.

The name(s) and address(es) of the registered owner(s) should be printed exactly as on the application accepted by the Company in connection with the purchase of Shares.

The Signatory recognizes that, under certain circumstances as set forth in the Offer to Purchase, the Company may amend, extend or terminate the Offer or may not be required to purchase any of the Shares tendered hereby. In any such event, the Signatory understands that the Shares not purchased, if any, will continue to be held by the Signatory and will not be tendered.

The Signatory understands that acceptance of Shares by the Company for payment will constitute a binding agreement between the Signatory and the Company upon the terms and subject to the conditions of the Offer.

The Signatory understands that the payment of the Purchase Price for the Shares accepted for purchase by the Company will be made as promptly as practicable by the Company following the conclusion of the Offer and that in no event will the Signatory receive any interest on the Purchase Price.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the Signatory and all obligations of the Signatory hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the Signatory. Except as stated in the Offer, this tender is irrevocable.

The Signatory hereby acknowledges that capitalized terms not defined in this Letter of Transmittal shall have the meanings ascribed to them in the Offer to Purchase.

Subject to, and effective upon, acceptance for payment of, or payment for, Shares tendered herewith in accordance with the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms or conditions of any such extension or amendment), the Signatory hereby sells, assigns and transfers to, or upon the order of, the Company, all right, title and interest in and to all of the Shares that are being tendered hereby that are purchased pursuant to the Offer, and hereby irrevocably constitutes and appoints the Company as attorney-in-fact of the Signatory with respect to such Shares, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to receive all benefits and otherwise exercise all rights of beneficial ownership of such Shares all in accordance with the terms and subject to the conditions set forth in the Offer.

Full Tender Full Odd Lot Redemption (100 shares or less)¹ Partial Tender Number of Shares for a Partial Redemption: _____

Account Number _____

¹Stockholders holding less than 100 Shares (also known as "Odd Lot Holders") who tender all of their Shares will have priority, in having their Shares accepted for payment, over stockholders holding 100 Shares or more, even if the Offer to Purchase is over-subscribed. Odd Lot Holders who wish to take advantage of this preference should submit a properly completed Letter of Transmittal which indicates that all of the stockholder's Shares are being tendered, and check the box above for "Full Odd Lot Redemption (100 shares or less)". By checking the "Full Odd Lot Redemption (100 shares or less)" box above, the tendering stockholder hereby certifies that the tendering stockholder is either the beneficial or record owner of an aggregate of less than 100 Shares; or a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) Shares with respect to which it is the record holder and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of less than 100 Shares.

Investor Information

Investor Name: _____

Social Security or Tax ID: _____

Co-Investor Name: _____

Social Security or Tax ID: _____

Address: _____

City: _____ State: _____ Zip: _____

Daytime Phone Number: _____ Email: _____

The Signatory authorizes and instructs the Company to make a cash payment (payable by check or wire transfer) for the Purchase Price for Shares accepted for purchase by the Company, less any applicable withholding taxes, to which the undersigned is entitled in the name of the registered holder(s) (unless a different name is indicated in Box 1 "Special Registration and Payment Instructions" below).

THE PURCHASE PRICE WILL BE PAID BY CHECK UNLESS OTHERWISE INDICATED IN BOX 1.

1 IMPORTANT: To be completed ONLY if the Purchase Price is to be made payable in the name of someone other than the name(s) of the registered holder(s), or if the payment of the Purchase Price is to be delivered by mail to an address different than the address(es) of the registered holder(s) provided on the application accepted by the Company in connection with the purchase of the Shares, or if the Purchase Price is to be made payable by wire.

SPECIAL REGISTRATION AND PAYMENT INSTRUCTIONS (SEE INSTRUCTIONS 1, 3, 5 AND 6)

Check here and fill out the wire transfer instructions below to receive the Purchase Price via wire transfer

Bank _____

ABA Routing Number _____

Account Holder _____

Account Number _____

Reference: Priority Income Fund, Inc.

Check here to receive the Purchase Price via check

Name of Registered Holder _____

Mailing Address _____

City, State, Zip _____

Social Security Number (or) Tax Identification Number _____

W-9 Certification

Form W-9: I HEREBY CERTIFY under penalty of perjury, I certify that: (i) that the social security number or taxpayer identification number shown on the Subscription is correct, (ii) that I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and (iii) I am a U.S. citizen or other U.S. person (including a U.S. resident alien). The FATCA code(s) entered on this for (if any) indicating that I am exempt from FATA reporting is correct.

Owner Signature: _____ Co-Owner Signature: _____
 (if applicable)

Date: _____ Date: _____

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SIGNATURE(S) GUARANTEED BY:
 (TO BE COMPLETED ONLY IF REQUIRED BY INSTRUCTIONS 1)

The undersigned hereby guarantees the signature(s) which appear(s) on this Letter of Transmittal for Shares tendered pursuant to this Letter of Transmittal.

Name of Institution Issuing Guarantee _____

Authorized Signature By _____

Title _____

Address of Guaranteeing Firm _____

City, State, Zip _____

Dated _____

Medallion Stamp Signature Guarantee

