



NOTICE OF TENDER CANCELLATION

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

TENDERED PURSUANT TO THE OFFER TO PURCHASE
DATED MARCH 24, 2023

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT,
AND THIS NOTICE OF TENDER CANCELLATION MUST BE RECEIVED BY
PRIORITY INCOME FUND, INC., EITHER BY
HAND-DELIVERY OR MAIL, BEFORE 4:00 PM, EASTERN TIME,
ON MAY 4, 2023, UNLESS THE OFFER IS EXTENDED

COMPLETE THIS NOTICE OF TENDER CANCELLATION 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 TENDER
CANCELLATION IS RECEIVED BY PRIORITY INCOME FUND, INC. AT THE ADDRESS
ABOVE

NOTICE OF TENDER CANCELLATION
Pursuant to the Offer to Purchase Dated
March 24, 2023



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 Tender Cancellation of Tender, properly executed, the Shares previously tendered will not be purchased by the Company.

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

IMPORTANT: Signature of investors(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) _____

