

APPLICATION

IF YOU NEED ASSISTANCE IN COMPLETING THIS APPLICATION,
PLEASE CALL INVESTOR SERVICES AT 855.422.3223

<p>(1) INVESTMENT</p>	<p>Make all checks* payable to: "Priority Income Fund, Inc."</p> <p>INVESTMENT AMOUNT: \$</p> <p>The minimum investment is \$1,000—All additional investments must be for at least \$500.00</p> <p>Additional Investment to my Priority Account #</p> <p>Share Class Please select one of the following</p> <table data-bbox="552 756 1494 882"> <tr> <td>Class R Shares (DST Fund Code (6733) - R2)) Purchased through a Broker Dealer</td> <td>Class I Shares (DST Fund Code (6735) - I2)) Purchased through an Institutional Agreement</td> </tr> </table>	Class R Shares (DST Fund Code (6733) - R2)) Purchased through a Broker Dealer	Class I Shares (DST Fund Code (6735) - I2)) Purchased through an Institutional Agreement
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<p>(2) NON - CUSTODIAL OWNERSHIP</p>	<table data-bbox="373 966 1396 1344"> <tr> <td> <p>Individual <i>One signature required</i></p> <p>Individual TOD <i>One signature required</i></p> <p>Joint Tenants with Right of Survivorship <i>All parties must sign</i></p> <p>Joint Tenants TOD <i>All parties must sign</i></p> <p>S Corporation <i>Authorized signature required</i></p> <p>C Corporation <i>Authorized signature required</i></p> </td> <td> <p>Uniform Gift to Minors Act <i>Custodian signature required. State of</i></p> <p>Uniform Transfer to Minors Act <i>Custodian signature required. State of</i></p> <p>Pension or Profit-Sharing Plan <i>Authorized signature required</i></p> <p>Trust <i>Authorized signature required</i></p> <p>Other (Specify):</p> </td> </tr> </table>	<p>Individual <i>One signature required</i></p> <p>Individual TOD <i>One signature required</i></p> <p>Joint Tenants with Right of Survivorship <i>All parties must sign</i></p> <p>Joint Tenants TOD <i>All parties must sign</i></p> <p>S Corporation <i>Authorized signature required</i></p> <p>C Corporation <i>Authorized signature required</i></p>	<p>Uniform Gift to Minors Act <i>Custodian signature required. State of</i></p> <p>Uniform Transfer to Minors Act <i>Custodian signature required. State of</i></p> <p>Pension or Profit-Sharing Plan <i>Authorized signature required</i></p> <p>Trust <i>Authorized signature required</i></p> <p>Other (Specify):</p>
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<p>(3) CUSTODIAL OWNERSHIP</p> <p>Send all paperwork directly to the custodian for Medallion Stamp Guarantee</p>	<table data-bbox="373 1375 1461 2016"> <tr> <td> <p>Individual <i>One signature required</i></p> <p>Individual TOD <i>One signature required</i></p> <p>Joint Tenants with Right of Survivorship <i>All parties must sign</i></p> <p>Joint Tenants TOD <i>All parties must sign</i></p> <p>S Corporation <i>Authorized signature required</i></p> <p>C Corporation <i>Authorized signature required</i></p> <p>Uniform Gift to Minors Act <i>Custodian signature required. State of</i></p> <p>Uniform Transfer to Minors Act <i>Custodian signature required. State of</i></p> <p>Pension or Profit-Sharing Plan <i>Authorized signature required</i></p> <p>Trust <i>Authorized signature required</i></p> </td> <td> <p>IRA: <i>Type of IRA (traditional, Roth, or SEP) - Owner and custodian signature required</i></p> <p>Pension or Profit Sharing Plan <i>Owner and custodian signature required</i></p> <p>Other (Specify): <i>Owner and custodian signature required</i></p> <p>Name of Custodian, Trustee or other Administrator:</p> <p>Street/P.O. Box:</p> <p>City, State, Zip:</p> <p>Custodian Tax ID:</p> <p>Custodian Account #:</p> <p>Custodian Telephone:</p> </td> </tr> </table>	<p>Individual <i>One signature required</i></p> <p>Individual TOD <i>One signature required</i></p> <p>Joint Tenants with Right of Survivorship <i>All parties must sign</i></p> <p>Joint Tenants TOD <i>All parties must sign</i></p> <p>S Corporation <i>Authorized signature required</i></p> <p>C Corporation <i>Authorized signature required</i></p> <p>Uniform Gift to Minors Act <i>Custodian signature required. State of</i></p> <p>Uniform Transfer to Minors Act <i>Custodian signature required. State of</i></p> <p>Pension or Profit-Sharing Plan <i>Authorized signature required</i></p> <p>Trust <i>Authorized signature required</i></p>	<p>IRA: <i>Type of IRA (traditional, Roth, or SEP) - Owner and custodian signature required</i></p> <p>Pension or Profit Sharing Plan <i>Owner and custodian signature required</i></p> <p>Other (Specify): <i>Owner and custodian signature required</i></p> <p>Name of Custodian, Trustee or other Administrator:</p> <p>Street/P.O. Box:</p> <p>City, State, Zip:</p> <p>Custodian Tax ID:</p> <p>Custodian Account #:</p> <p>Custodian Telephone:</p>
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**(4)
INVESTOR
INFORMATION
REQUIRED**

Only fill out
Mailing Address
if different from
Primary Address

A. Investor/Trustee

First Name:
Middle Name:
Last Name:
Tax ID or SS#:

Primary Address

Street:
City:
State: Zip:

Mailing Address

Street :
City:
State: Zip:

Daytime Phone #:
Email Address:
Date of Birth:
Employer:
Retired: Yes
Country of Citizenship:

B. Co-Investor/Co-Trustee

First Name:
Middle Name:
Last Name:
Tax ID or SS#:

Primary Address

Street:
City:
State: Zip:

Mailing Address

Street:
City:
State: Zip:

Daytime Phone #:
Email Address:
Date of Birth:
Employer:
Retired: Yes
Country of Citizenship:

C. Trust/ Corporation/Partnership/Other

Entity Name/Title of Trust:
Date of Trust: Tax ID #:

**(5)
ACCOUNT
OPTIONS**

In some situations, persons or entities may combine their purchases as a "single purchaser" for the purpose of qualifying for a volume discount, see page 114 of the Prospectus for details.

Electronic Delivery of Reports and Updates. I authorize Priority Income Fund, Inc. to make available on its website at www.priorityincomefund.com its shareholder reports, proxy statements, prospectus supplements or other reports required to be delivered to me, as well as any property or marketing updates, and to notify me via e-mail when such reports or updates are available in lieu of receiving paper documents.

You must provide an e-mail address if you choose this option here: _____

Complete this section if you qualify for a reduced sales charge with your purchase of Class R Shares. See prospectus for additional details.

Letter of Intent: You can reduce the sales charge you pay on your Class R shares by investing a certain amount over a 13-month period. Please indicate the amount you plan to invest in the next 13 months.

\$150,000 \$500,000 \$1,000,000 or more

Rights of Accumulation: If you already own Class R shares, you may already be eligible for a reduced sales charge on your purchase. If this purchase is to be considered for "combining", the below is required.

Client Name(s)

Client Account Number(s)

**(6)
DISTRIBUTIONS**

(ONLY REQUIRED TO COMPLETE IF OPTING OUT OF DISTRIBUTION REINVESTMENT PLAN)

DO NOT COMPLETE THIS SECTION IF YOU WANT TO PARTICIPATE IN THE DISTRIBUTION REINVESTMENT PLAN FOR ALL SHARES HELD IN YOUR PRIORITY ACCOUNT.

All distributions, including all existing shares held in your Priority Account, will automatically be reinvested under the Distribution Reinvestment Plan (see Prospectus for details) unless otherwise indicated below. To participate in the Distribution Reinvestment Plan, do not complete the following information.

Complete this section only to elect to receive distributions by check mailed to you, by check mailed to a third-party or alternate address, or by direct deposit.

Custodial accounts may not direct distributions to a party other than the Custodian address of record. I hereby subscribe for shares of Priority Income Fund, Inc. and elect the distribution option indicated below for all shares in my Priority Account:

- Cash or wire directed to custodial held account
- Check mailed to the address of record
- Check mailed to third party/alternate address
- To direct distributions to a party other than the registered owner, please provide applicable information below.

Third Party/Alternate Address

Institution/Payee Name:

Account #

ABA# (ACH only):

Name on Account:

Street/P.O. Box:

City:

State:

Zip Code:

Please Attach Copy Of Voided Check To This Form If Funds Are To Be Sent To A Bank

* The above services cannot be established without a pre-printed voided check. For electronic funds transfers, signatures of bank account owners are required exactly as they appear on the bank records. If the registration at the bank differs from that on this Subscription Agreement, all parties must sign below.

Attach check here or on a separate sheet

1025

DATE _____

PAY TO THE ORDER OF _____ \$ _____

_____ DOLLARS

MEMO _____

⑆000000000⑆ ⑆000000000⑆ 1025

**(7)
SUBSCRIBER
SIGNATURES**

Substitute IRS Form W-9 Certification:

I (We) declare that the information supplied in this Subscription Agreement is true and correct and may be relied upon by the Company in connection with my (our) investment in the Company. Under penalties of perjury, each investor signing below certifies that (1) the number shown in the Investor Social Security number/taxpayer identification number field in section 5 of this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, (b) I have not been notified by the Internal Revenue Service (IRS) 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, (3) I am a U.S. person (including a non-resident alien), and (4) the entity is exempt from FATCA reporting (if applicable).

NOTE: You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

I understand that I will not be admitted as a stockholder until my investment has been accepted. Depositing of my check alone does not constitute acceptance. The acceptance process includes, but is not limited to, reviewing the Application for completeness and signatures, conducting an Anti-Money Laundering check as required by the USA PATRIOT Act and depositing funds.

Priority Income Fund, Inc. is required by law to obtain, verify and record certain personal information from your or persons on your behalf in order to establish the account. Required information includes name, date of birth, permanent residential address and social security/taxpayer identification number. We may also look to see other identifying documents. If you do not provide the information, Priority Income Fund, Inc. may not be able to open your account. By signing the Application, you agree to provide this information and confirm that this information is true and correct. If we are unable to verify your identity, or that of another person(s) authorized to act on your behalf, or if we believe we have identified potentially criminal activity, we reserve the right to take action as we deem appropriate which may include closing your account.

Please separately initial each of the representations below. Except in the case of fiduciary accounts, you may not grant any person a power of attorney to make such representations on your behalf. In order to induce Priority Income Fund, Inc. to accept this application, I hereby represent and warrant to you as follows:

ALL ITEMS MUST BE READ AND INITIALED

	Owner	Joint Owner
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- (1) I have received the final Priority Income Fund, Inc. Prospectus.
- (2) I acknowledge that there is no public market for the shares and, thus, my investment in shares is not liquid.
- (3) I (we) represent that I am (we are) purchasing the shares for my (our) own account, or, if I am (we are) purchasing shares on behalf of a trust or other entity of which I am (we are) trustee(s) or authorized agent(s), then I (we) represent that I (we) have due authority to execute the Application and do hereby legally bind the trust or other entity of which I am (we are) trustee(s) or authorized agent(s).

We will deliver a confirmation of sale to you after your purchase is completed.

If you participate in the Distribution Reinvestment Plan or make subsequent purchases of shares of Priority Income Fund, Inc., you agree that, if you fail to meet the suitability requirements for making an investment in shares or can no longer make the representations or warranties set forth in this Section 8, you are required to promptly notify Priority Income Fund, Inc. and your Broker-Dealer in writing.

The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

MUST BE SIGNED BY CUSTODIAN OR TRUSTEE IF IRA OR QUALIFIED PLAN IS ADMINISTERED BY A THIRD PARTY.

All items on the Application must be completed in order for your application to be processed. Subscribers are encouraged to read the Prospectus in its entirety for a complete explanation of an investment in Priority Income Fund, Inc.

Owner/Trustee Signature	Date
Printed Name	
Jt. Owner/Trustee Signature	Date
Printed Name	

**(8)
CUSTODIAL &
MSG
SIGNATURES**

(Required for all
accounts elected in
Section 3)

Signature of Custodian(s) or Trustee(s) (if applicable). Current Custodian must sign and Medallion Stamp Guarantee for all custodial held accounts.

Authorized Signature

Date

Medallion Guarantee Stamp
<div style="border: 1px solid black; width: 100%; height: 100%;"></div>

**(9)
TRUSTED
CONTACT
(Optional)**

By completing this section, you authorize Priority Income Fund and Preferred Capital Securities (PCS) to contact the person (s) named below for the following reasons: if there are questions or concerns about my whereabouts or health status; if suspected that I may be a victim of fraud or financial exploitation; if suspected that I might no longer be able to handle my financial affairs; to confirm the identity of any legal guardian, executor, trustee, authorized trader, or holder of a power of attorney; or if I am not reachable after prolonged and multiple attempts.

Note: Your trusted contact must be someone other than an account owner.

Name:

Relationship:

Primary Phone:

Email Address:

Address:

City:

State:

Zip Code:

Name:

Relationship:

Primary Phone:

Email Address:

Address:

City:

State:

Zip Code:

**(10)
MAILING
INSTRUCTIONS**

You should make your check payable to **Priority Income Fund, Inc.**, and, along with the completed Subscription Application, such check will be mailed or delivered by the selected Broker-Dealer or Registered Investment Advisor to:

Via Mail:

Priority Income Fund, Inc.
c/o Preferred Capital Securities LLC
P.O. Box 219768
Kansas City, MO 64121-9768
866-655-3650

Via Express/Overnight Delivery:

Priority Income Fund, Inc.
c/o Preferred Capital Securities LLC
430 West 7th Street
Kansas City, MO 64105-1407
866-655-3650

ACH/Wire Instructions: **Bank:** UMB Bank, N.A., for Priority Income Fund, Inc.

ABA #: 101000695, **Account #:** 9871691551

*Cash, cashier's checks/official bank checks under \$10,000, foreign checks, money orders, third party checks, or traveler's checks are not accepted

**(11)
BROKER
DEALER/
FINANCIAL
ADVISOR OR
REGISTERED
INVESTMENT
ADVISER (RIA)
INFORMATION**
(All fields must be
completed)

TO BE COMPLETED BY REGISTERED REPRESENTATIVE OR RIA

The Registered Representative or RIA must sign below to complete the Application. The Registered Representative or RIA warrants that they (i) are registered and/or properly licensed in the state in which the sales of the Shares to the investor executing this application has been made (ii) has reasonable grounds to believe this investment is suitable for the investor and (iii) have informed the investor of all pertinent facts with regard to the fundamental risks of the investment including aspects of liquidity and marketability of this investment.

Broker-Dealer or RIA Firm Name (Required):

Street Address (required):

City: State: Zip code:

Business Phone (Required): Fax:

Name of Registered Representative or Advisor (Required):

Representative Number:

Registered Representative or Advisor Mailing Address:

City: State: Zip code:

Business Phone (Required): Fax:

E-mail Address:

REGISTERED INVESTMENT ADVISOR (RIA) - NO SELLING COMMISSIONS ARE PAID ON THESE ACCOUNTS.

The Registered Representative or RIA confirms by his/her signature that he/she (i) is registered and/or properly licensed in the state in which the sales of the Shares to the investor executing this application has been made; (ii) has reasonable grounds to believe that the information and representations concerning the investor(s) identified herein are true, correct, and complete in all respects; (iii) has verified that the form of ownership selected is accurate and, if other than individual ownership, has verified that the individual executing on behalf of the investor(s) is properly authorized and identified; (iv) has discussed such investors' prospective purchase of shares with such investor(s); (v) has advised such investor(s) of all pertinent facts with regard to the liquidity and marketability of the shares; (vi) has delivered the Prospectus and related amendments and supplements, if any, to such investor(s); and (vii) has reasonable grounds to believe that the purchase of shares is a suitable investment for such investor(s), that such investor(s) meets the Suitability Standards applicable to such investor(s) set forth in the Prospectus (as amended or supplemented as of the date hereof), and that such investor(s) is in a financial position to enable such investor(s) to realize the benefits of such an investment and to suffer any loss that may occur with respect thereto. The above-identified entity agrees to maintain records of the information used to determine that an investment in shares is suitable and appropriate for the investor(s) for six years. The above-identified entity, acting in its capacity as agent, financial advisor or investor representative, has performed functions required by federal and state securities laws and, as applicable, FINRA rules and regulations, including, but not limited to Know Your Customer, Suitability and USA PATRIOT Act (Anti-Money Laundering, Customer Identification) as required by its relationship with the investor(s) identified on this document.

Signature(s) of Registered Representative(s) or Advisor(s) (Required) Date

Signature of Broker-Dealer or RIA (if required by Broker-Dealer) Date