

OVERVIEW

Triton Pacific Investment Corporation ("TPIC") is a publicly registered non traded fund focused on private equity. TPIC's objective is to generate alpha (growth) and income by investing in both equity and debt securities of privately held American businesses. TPIC is externally managed by Triton Pacific Adviser, LLC which maintains a broad network of relationships and has deep expertise in originating, structuring, executing, and managing private equity investments.

INVESTMENT HIGHLIGHTS

Offering Size	\$300,000,000 Initial Offering Price
Type	Public Registration, Business Development Company
Class	Class A Common
Minimum Investment	\$5,000
Investor Suitability ¹	Minimum of \$70,000 annual income & \$70,000 of net worth; or \$250,000 of net worth
Holding Period ²	5-7 years
Tax Reporting	1099

ACQUISITION STRATEGY

- Equity Focused Core Buy-Outs
- Structured Equity/Debt - Senior Floating Rate Debt
- Private, middle-market companies
- Companies with \$25M-\$250M Annual Revenue
- Typical Investment Size: \$250,000 - \$25M

INVESTMENT CRITERIA

- Defensible Market Position
- Experienced management team
- Potential for growth
- Profitable sustainable revenue
- Scalable business model

PORTFOLIO ALLOCATION STRATEGY



HEALTHCARE

Healthcare is one of the largest segments of the U.S. economy, representing approximately 17% of our country's GDP. The Affordable Care Act (a.k.a. ObamaCare) has created tremendous change in the delivery of healthcare and as a result, has created significant opportunities for healthcare investing.³

The software industry represents more than \$400 billion per year in the U.S. according to Gartner, an information technology focused research firm. As our country continues to drive efficiencies in workflow and output, there are many attractive investment opportunities in established software companies.⁴

SOFTWARE



RESTAURANT

Restaurant spending represents a large segment of the U.S. Economy with more than \$500 billion in annual spending. Consumers are increasingly favoring limited-service brands rather than full service concepts. Attractive consolidation and expansion opportunities exist for franchisees of well-established brands and emergent restaurant chains.⁵

Business Services is a growing segment of the U.S. economy and represents one of the largest exports of our country's GDP totaling approximately \$800 billion. Through the use of technology this sector of our economy is expected to continue to thrive. This diverse industry segment offers opportunities for experienced investors to participate in the ever evolving competitive landscape of American businesses.⁶

BUSINESS SERVICES



SPECIALTY FINANCE

Financial services is one of the few large and growing segments of the American economy representing approximately 7% of our country's GDP. In the aftermath of the 'great recession' from 2008-2011, our country's banking sector became heavily regulated resulting in a significant reduction in lending to various segments of our economy. This has created opportunity for savvy investors in specialty finance that are able to capitalize on these trends.⁷

RISK FACTORS:

An investment in our class A common shares involves a high degree of risk and is highly speculative. See "Risk Factors" and the other information included in our prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our class A common shares. Prospective investors should realize, however, that factors other than those set forth in the Prospectus may ultimately affect the investment in a manner and to a degree which cannot be foreseen at this time. Some of the risks, discussed in greater detail in "Risk Factors" of the Prospectus include, but are not limited to the following:

We are a relatively new company and have a limited operating history and are subject to the business risks and uncertainties associated with any new business, including the risk that we will not achieve our investment objectives.

While management of our Adviser has substantial middle market investment experience, our Adviser has limited prior experience managing a BDC or a RIC.

We do not intend to list our shares on any securities exchange during this offering and for a substantial period thereafter and we do not expect a public market for our shares to develop in the foreseeable future. As such our shares will be very illiquid for a long time. Further, if we do list our shares, they may trade below our net asset value, as is common with publicly-traded closed-end funds. As a result of these factors, an investment in our shares is not suitable for investors who require short or medium term liquidity.

The amount of any distributions we may make is uncertain. Further, portions of the distributions that we make may represent a return of capital to you. We intend to qualify as a RIC for federal income tax purposes, but may fail to do so. Such failure would subject us to federal income tax on all of our income, which would have a material adverse effect on our financial performance.

As a result of the annual distribution requirement to qualify as a RIC, we will likely need to continually raise cash or make borrowings to fund new investments. At times, these sources of funding may not be available to us.

We are subject to financial market risks, including changes in interest rates which may have a substantial negative effect on our investments.

A significant portion of our portfolio will be recorded at fair value as determined in good faith by our board of directors. As a result, there could be uncertainty as to the actual market value of our portfolio investments.

Investing in small and mid-sized private companies involves a number of significant risks related to their size, limited experience, lesser degree of financial stability and smaller pool of management talent, leading to risk of loss. In addition, evaluating such companies for investment may be more difficult due to the lack of publicly available information.

We may make debt investments or finance transactions with debt instruments which may make payments in kind ("PIK") interest payments that are capitalized for some portion or over the life of the loan. PIK loans generally represent a significantly higher credit risk than coupon loans. PIK loans have unreliable valuations and PIK accruals may create uncertainty about the source of distributions to shareholders. Further, the deferral of PIK interest has the effect of increasing assets under management and, therefore, increasing the base management fee and possibly the incentive fee at a compounding rate, which may create the risk of non-refundable cash payments to the adviser based on accruals that may never be realized.

We have not identified specific investments that we will make, and therefore you will not have the opportunity to evaluate our investments prior to investment.

To the extent that there are significant delays in the application of the initial or subsequent proceeds of this offering to our investment program, from time to time, due to market conditions, the relative lack of suitable investment candidates or the time needed for transaction due diligence and execution, it will be more difficult to achieve our investment objectives and our returns may be adversely affected.

An investment strategy focused primarily on privately-held companies, presents certain challenges, including the lack of available information about these companies, an illiquid market which may affect our ability to exit investments, and more limited access to capital which could add financial stress to such companies.

As a non-diversified fund, we may concentrate our investments in companies in a particular industry or industries which could magnify the impact of any adverse events on our operating results due to such industry or industries.

We may borrow funds to make investments. Leverage increases the volatility of investments. Moreover, our management fees will be higher than if we did not use leverage, whether or not the leveraged investments are ultimately successful.

Investors will not have preemptive rights to any shares we issue in the future. Your interest in us may be diluted if we issue additional shares, as we intend to do in this offering, which could reduce the overall value of your investment. Further, distribution requirements associated with our qualifications as a RIC for U.S. federal income tax purposes may require us to periodically access the capital markets to raise cash to fund new investments, which may lead to greater dilution.

Current market conditions have adversely affected the capital markets and have reduced the availability of debt and equity capital for the market as a whole and financial firms in

particular. These conditions may make it more difficult for us to achieve our investment objectives.

Our Adviser may have an incentive to increase portfolio leverage in order to earn higher base management fees. In addition, the Adviser may be incentivized to enter into investments that are riskier or more speculative than would otherwise be the case for the potential for greater incentive based fees under the investment advisory agreement.

This is a "best efforts" offering and if we are unable to raise substantial funds then we will be more limited in the number and type of investments we may be able to make.

Our Dealer Manager has limited experience selling shares on behalf of a BDC and may be unable to sell a sufficient number of shares for us to achieve our investment objectives.

Our Adviser and its affiliates may face conflicts of interest as a result of compensation arrangements, time constraints and competition for investments, which they will attempt to resolve in a fair and equitable manner, but which may result in actions that are not in your best interests.

We established the offering price for our class A common shares on an arbitrary basis, and the offering price may not accurately reflect the value of our assets.

The purchase price at which you purchase shares will be determined at each closing date. As a result, your purchase price may be higher than the prior closing price per share, and therefore you may receive a smaller number of shares than if you had subscribed at the prior closing price.

Our portfolio investments, especially until we raise significant capital from this offering, may be concentrated in a limited number of investments, which would magnify the effect of any losses suffered in a few of these investments.

Shares of publicly-traded, closed-end investment companies frequently trade at a discount to their net asset value. Should we list our shares, we would not be able to predict whether our class A common shares would trade above, at, or below net asset value. This risk is separate and distinct from the risk that our net asset value per share may decline.

We may issue preferred stock with rights and preferences that would adversely affect the holders of class A common shares, including preferences as to cash distributions and preferences upon the liquidation or dissolution of the Company. As well, preferred stock will subject us to additional legal requirements under the Company Act.

We may invest, to a limited extent, in foreign companies and, if we do so, we may engage in related currency hedging transactions which could entail additional risks. While hedging transactions would be intended to offset declines in the value of our foreign portfolio positions due to currency fluctuations, they could result in poorer overall investment performance due to unanticipated changes.

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Sources:

1. Some states may have different/ higher standards than defined here.
2. Please review page 6 in the offering prospectus for more details.
3. <http://data.worldbank.org/indicator/SH.XPD.TOTL.ZS>
4. <http://www.gartner.com/newsroom/id/2696317>, <http://www.pnewsire.com/news-releases/software-global-industry-guide-300152070.html>, <http://www.zdnet.com/article/enterprise-software-spend-to-reach-620-billion-in-2015-forester/>, <http://www.reportlinker.com/p0191925-summary/Software-Global-Industry-Guide.html>
5. Source: Nation's Restaurant News - June 19, 2017 issue
6. <http://www.firstresearch.com/Industry-Research/Business-Services-Sector.html>
7. http://www.bea.gov/iTable/index_industry_gdpIndy.cfm