

TritonPacific

 Access to Private EquitySM



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Triton Pacific

Capital Partners, LLC

ABOUT THE FIRM

Triton Pacific is an established value oriented private equity firm that invests in privately held companies. Much like fund managers invest in publicly traded companies, Triton Pacific invests in privately held companies.

Private equity funds have historically been the domain of large institutional investors with limited access for all but the wealthiest of individuals and institutional investors. It has been our vision to further democratize access to private equity, providing ordinary investors access to this institutionally coveted asset class.

Having worked with financial advisers to provide access to private equity for more than a decade, Triton Pacific and its sub-adviser have more than \$4.3 billion of assets under management.

"Our performance objective is to generate significant capital gains while providing monthly distributions to investors."

HISTORY

Triton Pacific Capital Partners was founded in 2001 to take advantage of the lack of capital and requisite skills available to provide small and midsize companies with viable recapitalization or sale alternatives. The firm has been highly successful in finding attractive investment opportunities.

PRIVATE EQUITY INVESTMENT CRITERIA

- **Company Size:** Generally \$25-\$250 million of revenue at time of acquisition.
- **Key Characteristics:** Solid management team, healthy, sustainable margins, modest capital expenditure requirements and low customer concentration.
- **Sectors of Focus:** Healthcare Services, Financial Services, Business Services, Software, Consumer, Light Manufacturing.
- **Use of Capital:** Recapitalization, Management Buyout, Growth Equity, or Corporate Divestiture.
- **Geographic Focus:** Nationwide
- **Investment Size:** Initial investment of \$5-\$15 million.
- **Investment Structure:** Common or Preferred Equity. Majority or minority ownership.



OUR PHILOSOPHY

The principals of Triton Pacific believe there are attractive opportunities for equity investments in small and mid-size companies. We believe that many of these entrepreneurial companies become challenged in achieving the next stage of success. Often, this is caused by a need for additional expertise or a lack of capital to support growth. We selectively buy control in several entrepreneurial companies each year and do so only when we see tremendous potential to build an industry-leading business. It takes time and dedication to build great companies, not just capital. We spend significant time with each company in our portfolio, working from day one to put in place a strategy for accelerated growth.

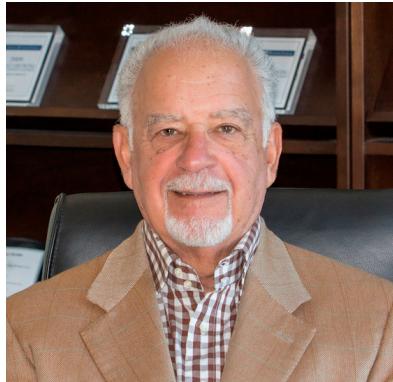
We utilize our proven Value Enhancement Program™ to guide overall strategic decisions towards long term value creation for all stakeholders. We partner with passionate management teams who are the architects of unique business models and that bring a track record of success. Many companies are poised for rapid growth and expansion, but require additional resources, insights, and experience necessary to flourish.

PARTNERS

The partners at Triton Pacific bring a wealth of expertise to bear in areas including operations, capital markets, M&A, strategic planning, intellectual property, and technology.



CRAIG FAGGEN
CHAIRMAN & CEO



IVAN FAGGEN
MANAGING PARTNER



JOE DAVIS
MANAGING PARTNER



TOM SCOTT
MANAGING PARTNER



SEAN GJOS
PARTNER



BRIAN D. BUEHLER
PARTNER

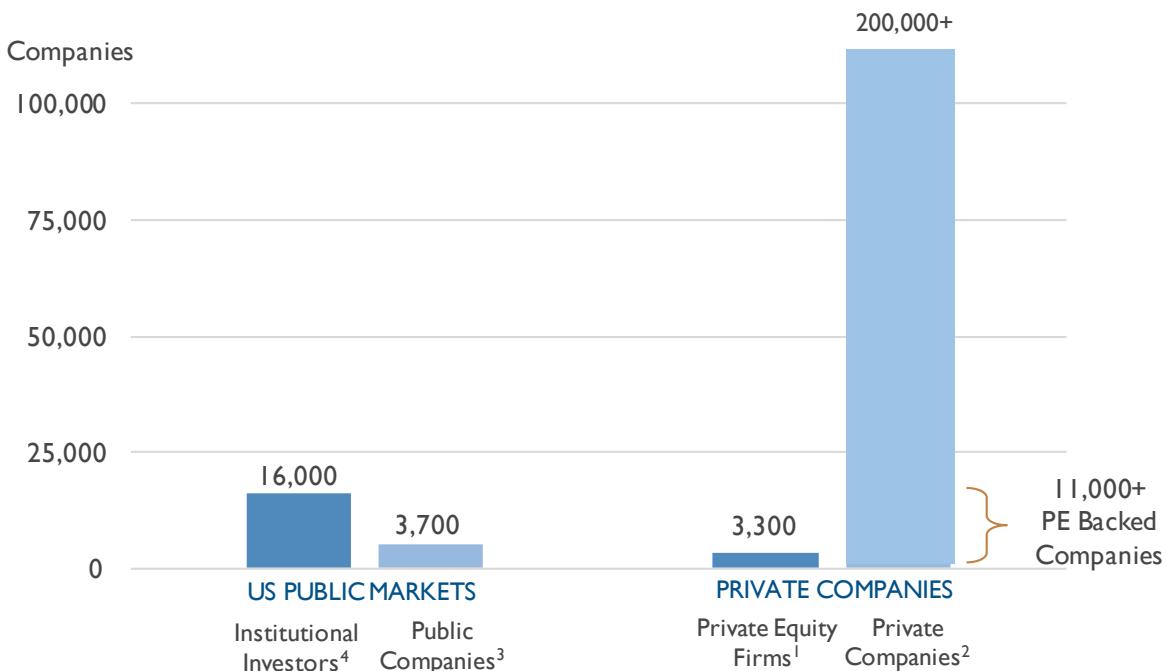


MICHAEL CARROL
CHIEF FINANCIAL OFFICER

*“Defensible, Profitable
and Scalable are
hallmarks of a
healthy company.”*

MARKET OPPORTUNITY

The U.S. public markets offer a small number of companies to choose from with a large number of investors competing for (i.e. bidding up) their shares. With private equity, there is an enormous pool of potential investment opportunities with far fewer competitors pursuing them. In addition, private equity is not subject to the same insider trading laws, allowing a private equity manager to have an 'unfair' advantage due to an information advantage. As each private equity investment is a negotiated transaction, both price and terms become a major focus.



Sources:

1. Private Equity Growth Capital Council - Private Equity by the Numbers
2. National Center for the Middle Market. Number of US Companies with at least \$10 million in revenue
3. Bloomberg View – "Where Have All the Public Companies Gone?" - June 24, 2015
4. Investment Company Institute and Strategic Insight Simfund - ICI Investment Company Fact Book - 2014

OUR VALUE-ADD CAPITAL, EXPERTISE AND RELATIONSHIPS

Triton Pacific is an active investor in our portfolio companies, and partners closely with management to create significant value for all stakeholders. Through our Value Enhancement Program™, Triton Pacific leverages a team with proven capabilities in entrepreneurial environments.

All of Triton Pacific's Managing Partners have operational experience, each having spent time as a Chief Executive or equivalent. Triton Pacific has also developed a select pool of operating partners with direct domain expertise in a variety of industries.

EXIT STRATEGY



At the time of purchase Triton Pacific analyzes a range of potential outcomes to identify what it believes to be the proper exit strategy to maximize returns. The firm's professionals work with a heavily incentivized management team at the acquired company to build the business toward a later sale at a significantly higher valuation. By determining the likely exit for each business early in the investment stage, Triton Pacific is able to better assess whether to build each Portfolio Company into a platform for future expansion by a subsequent owner, or as a potential add-on to a larger company in the same or related market space. This forward looking approach creates a higher likelihood that at exit each investment will appeal to buyers likely to recognize and pay for the higher value of the transformed company.

WHY TRITON PACIFIC

Proven Private Equity Sponsor SEC Registered Investment Advisor founded by industry leading private equity principals.

Nearly 15 years ago, the principals of Triton Pacific pioneered offering core private equity products to well-established financial advisors creating 'access' where it was previously only available to large institutional investors. Having successfully raised and deployed four private equity funds over the past ten years, the principals of Triton Pacific have combined knowledge and expertise.

Triton Pacific has an experienced investment team with more than 60 years of direct private equity experience and over 125 years of aggregate business experience. In addition to their investment experience, collectively, the principals have extensive operational, financial, accounting, and advisory experiences.

Triton Pacific and its sub-adviser have more than \$4.3 billion of assets under management.

Triton Pacific focuses on established small and mid-size companies with considerable growth prospects in industries that either exhibit attractive fundamentals or are experiencing significant structural changes.

Triton Pacific has a long-term investment perspective. We encourage our portfolio companies to maintain their business focus; to make strategic acquisitions; and to motivate a wide range of employees by giving them a stake in the business.



ASSET CLASS RETURNS

Private equity has been a significant building block in the asset allocation strategy of many successful institutional investors, such as endowments, pensions and family offices. It is often cited as being a meaningful contributor to portfolio returns.

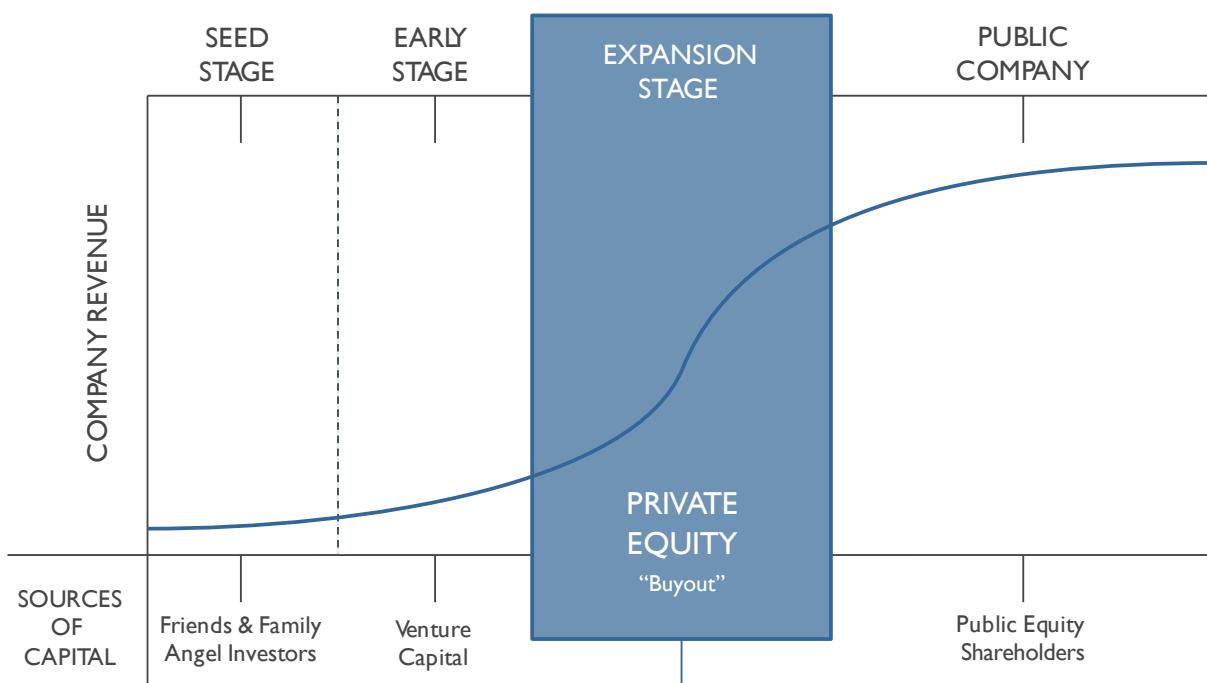
MORE OPPORTUNITIES

Unlike the public equity markets, where more than 16,000 professional investors (mutual funds, hedge funds, etc.) trade approximately 3,700 available companies, there are more than 200,000 private companies that meet the size requirements of private equity. This dynamic creates numerous opportunities for private equity managers that may not be available in the public markets. In fact, there are more than 11,000 private equity backed companies in the U.S.

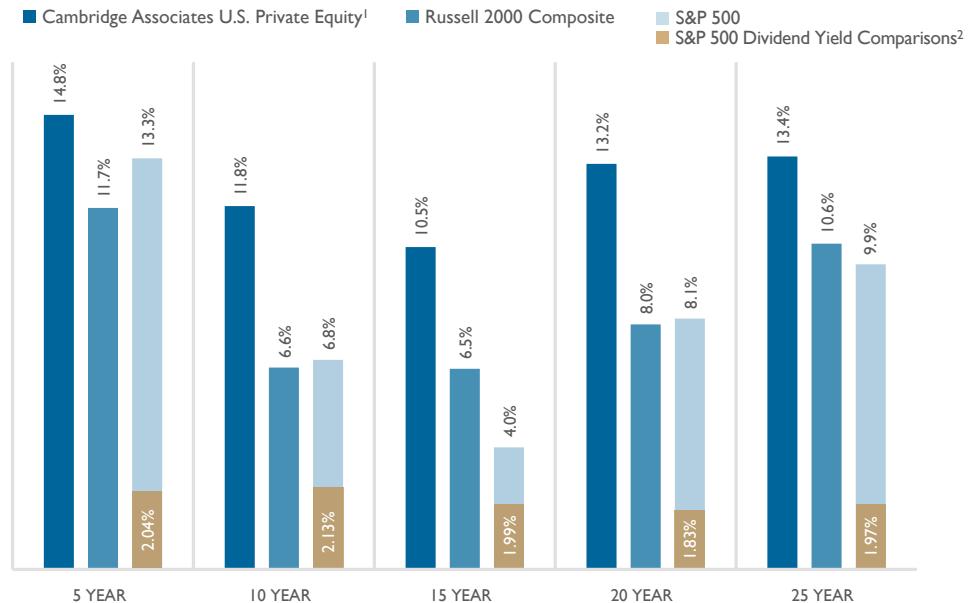
Sources: 1. Private Equity Growth Capital Council - Private Equity by the Numbers, 2. Dun & Bradstreet - Industry estimates, U.S. Companies with at least \$10 million in revenue, 3. The Wall Street Journal – “U.S. Public Companies Rise Again” - February 5, 2014, 4. Investment Company Institute and Strategic Insight Simfund - ICI Investment Company Fact Book - 2014.



GROWTH CAPITAL INVESTING IN VARYING STAGES OF DEVELOPMENT



PERFORMANCE OF PRIVATE EQUITY



DIVERSIFICATION¹

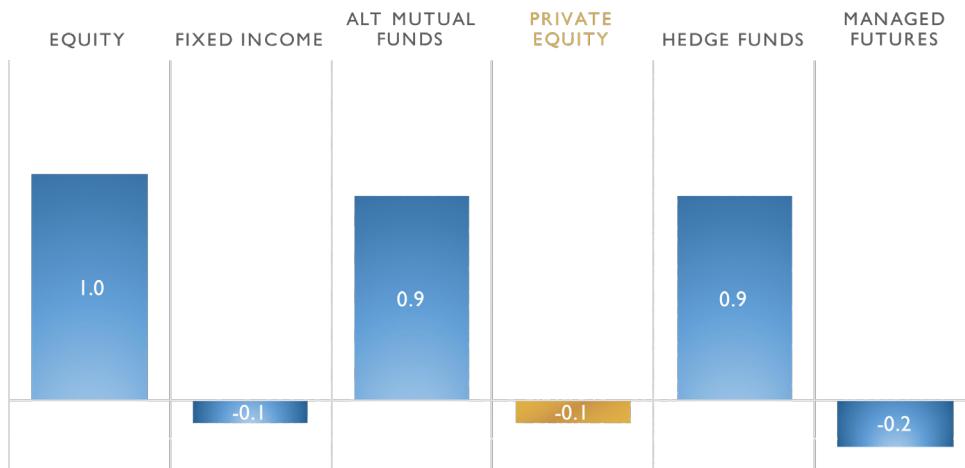
Private Equity, traditionally an institutional asset class, is often relied upon for its return potential and diversifying power as an alternative to the public markets. Most asset diversification strategies involve giving up return potential in order to lower risk, but the unique characteristics of private equity allow for the potential of increased returns and a reduction in risk to balanced portfolios.

I. Diversification does not assure a profit or protect against loss in a declining market.

Private Equity Benchmark is the mean performance of the Cambridge Associates U.S. Private Equity Index (excluding Venture Capital) and Thomson Reuters's Private Equity Performance Index (with buyouts only). Triton Pacific uses the aggregate of multiple buyout indices as most broadly applicable to their current investment activities, as both the index and TPI's investment strategy include buyouts, mezzanine debt and growth capital. The broader indices, which include venture capital investing, have been excluded as N/A.

Source: ¹Cambridge Associates – US Private Equity Index and Selected Benchmark Statistics - September 30, 2015
Disclaimer: An investor in TPI may be subject to a Sales Expense fee of 10.00% and an incentive fee of up to 20% of realized capital gains. ² <http://www.multpl.com/s-p-500-dividend-yield/table> – August 1, 2016.

CORRELATION WITH S&P 500



8 Years ending 12/31/2014

Fixed Income: Barclay's Capital US Aggregate Bond Index; Alt Mutual Funds: Style-specific universe of mutual funds categorized as Long-Short by Morningstar; Private Equity: Cambridge Associates Private Equity Index; Hedge Funds: HFRI Funds Weighted Composite Index; Managed Futures: S&P 500 Diversified Trends Indicator.

REDUCED VOLATILITY

Private Equity traditionally has a low correlation with large cap public equities and, in turn, is less impacted by swings in market sentiment.

Source: Red Rocks Capital – "Private Equity Perspectives" – February, 2015

Source: Robert W. Baird & Co. Incorporated – "The Role of Alternative Investments in a Diversified Investment Portfolio" – April, 2013

Fixed Income: Barclay's Capital US Aggregate Bond Index; Alt Mutual Funds: Style-specific universe of mutual funds categorized as Long-Short by Morningstar; Private Equity: Cambridge Associates Private Equity Index; Hedge Funds: HFRI Funds Weighted Composite Index; Managed Futures: S&P 500 Diversified Trends Indicator. 8 Years ending 12/31/2014

Past performance is no guarantee of future results.

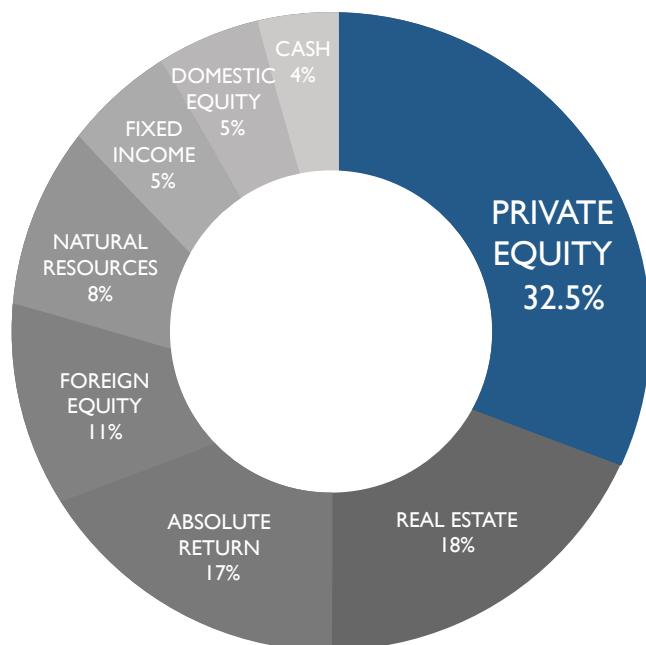
INVESTMENT STRATEGY

CORE

PRIVATE EQUITY

Triton Pacific Investment Corporation takes a unique, hybrid approach to Private Equity investing, with a strategy that includes Buyouts, Structured Equity/Debt, and Mezzanine Debt Investments in entrepreneurial private companies. With flexibility to invest in equity and debt securities, TPIC is able to better match the risk/return profile of each investment. The following represent the types of investments we may make as part of a diversified Private Equity portfolio.

ENDOWMENT ALLOCATION IN 2015¹



STRUCTURED EQUITY/DEBT

This unique security allows TPIC to generate attractive current income while participating in the increased value of the company through equity, warrants, royalties, or similar equity participation features.

BUYOUT

Investments in the purchase of all or a portion of the equity of a private company. This may be done in conjunction with management, operating partners, or other middle market private equity firms. This represents the majority of capital allocated to private by institutional investors.

¹. Source: Yale Endowment Report 2015 - www.investments.yale.edu

BUYING & MANAGING OUR PRIVATE EQUITY INVESTMENTS

IDENTIFY

A database of more than 4,000 investment bankers, brokers, and other financial intermediaries enables TPIC to select amongst hundreds of investments.

INVEST

Triton Pacific's deal team completes thorough business due diligence, legal documentation, and refinement of the investment thesis prior to investment committee approval for each investment.

MANAGE

Triton Pacific's investment team actively works alongside senior management and seeks to maximize the value of each investment.

MONETIZE

Triton Pacific follows a disciplined process for assessing the optimal time to exit each of its private equity investments that we refer to as micro-exits. DequitySM and debt investments are structured with mandatory liquidity events, generally within five years.

WHY INVEST WITH TRITON PACIFIC INVESTMENT CORPORATION

EXPERIENCED PRIVATE EQUITY ADVISER

- Currently managing four active private equity funds
- Infrastructure, personnel, and resources in place to execute TPIC's strategy
- Demonstrated track record of providing access to individual investors

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DIFFERENTIATED STRATEGY

- Core buyout/structured equity
- Direct origination debt
- Enhanced yield through experienced Bank Loan Manager

UNIQUE ASSET CLASS

- Well-known institutional investment strategy
- More opportunity for adviser to add value
- Ability to invest throughout the capital structure to align risk and return





OFFERING TYPE

Class A common shares

OFFERING SIZE

Initial offering of \$300 million at initial offering price

MINIMUM INVESTMENT

\$5,000 per individual with additional purchases

INVESTOR SUITABILITY¹

Minimum of \$70,000 annual income and \$70,000 of net worth; or \$250,000 of net worth

HOLDING PERIOD²

5 to 7 years

TAX REPORTING

1099

PORTFOLIO ALLOCATION STRATEGY

Alternative to growth mutual funds

Targets outsized returns within alternative investment allocation

Private Equity Focused Fund

- Core Buyout
- Structured Equity/Debt
- Senior Floating Rate Debt

¹. Some states may have different/ higher standards than defined here.

². Please review page 6 in the offering prospectus for more details.

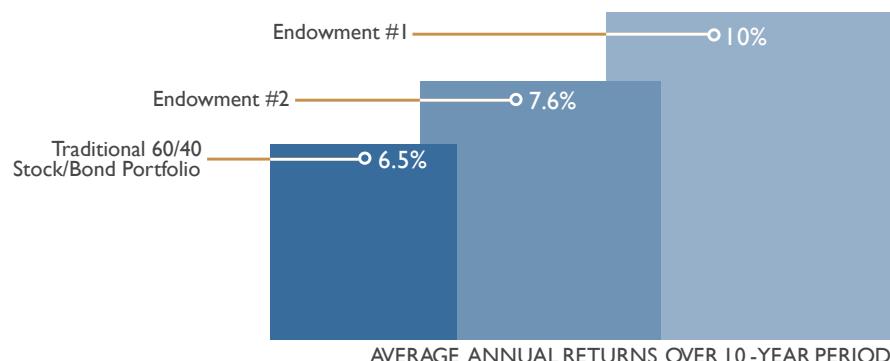
INVESTMENT OPPORTUNITY

Triton Pacific Investment Corporation ("TPIC") invests in profitable, entrepreneurial private companies. Inefficiencies in this segment of the market allow for the potential for attractive risk adjusted returns. Triton Pacific Investment Corporation seeks to offer individual investors an opportunity to invest in 'core private equity' by carefully constructing a portfolio of private equity, debt, and structured securities.

For almost 15 years, the Triton Pacific team has been investing in entrepreneurial private companies through equity, debt and structured investments. The debt and structured investments are intended to provide current yield while allowing the potential for upside participation through warrants and similar equity-like features. The equity investments made by TPIC are intended to enhance overall returns through core private equity buyouts while debt and structured securities provide enhanced protection as other investors are subordinated to TPIC in the capital structure. A carefully crafted portfolio is intended to provide investors the potential for meaningful capital appreciation with an attractive current yield.

Triton Pacific Investment Corporation is focused on creating a diversified portfolio across many industries such as financial services, healthcare, manufacturing, software, consumer and business services. By maintaining the flexibility to invest in debt and equity securities, TPIC is able to better match the risk/return profile of each investment as part of an overall portfolio strategy when compared to a pure buyout or debt-focused strategy. This approach should provide investors the advantages of diversification across several categories of private equity, while also providing geographic and sector diversification.

COMPARISON OF TRADITIONAL 60/40 PORTFOLIO TO ENDOWMENTS¹



Endowments invest a smaller percentage of their assets in U.S. stocks and bonds and rely on alternative assets to generate higher returns than those of traditional 60/40 portfolios.

EXPERIENCED INVESTMENT TEAM

Qualified and experienced team with a diverse background and a demonstrated track record for sourcing, analyzing and investing in private equity transactions consistent with TPIC's strategy.

ACCESS TO STRONG DEAL FLOW

Triton Pacific has developed a proprietary database of more than 4,000 financial intermediaries that focus on its target market.

MARKET INEFFICIENCIES

Triton Pacific targets an under served and inefficient market, allowing TPIC to make investments on terms that are potentially more attractive than industry averages.

ACCESSIBLE PRIVATE EQUITY

The business development company structure allows TPIC to offer core private equity exposure to individual investors.

DIVERSIFICATION²

By constructing a portfolio diversified across industries, geography, and type of investment, TPIC seeks to reduce risk while targeting attractive returns.

TAX EFFICIENCY

As a regulated investment company ("RIC"), TPIC is able to pass through ordinary income and long-term capital gains directly to stockholders without being subject to corporate tax through a single 1099.

ENHANCED GOVERNANCE AND TRANSPARENCY:

As a registered private equity fund, TPIC is required to make public filings including Forms 10-K and 10-Q, and is additionally subject to state securities regulation.

Sources:

1. Yale University - investments.yale.edu/

Harvard University - www.hmc.harvard.edu/investment-management/performance-history.html

2. Diversification does not assure a profit or protect against loss in a declining market.



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.

DISCLOSURES, DISCLAIMERS & NOTES: THIS DOCUMENT IS CONFIDENTIAL AND MAY NOT BE SHOWN, COPIED, TRANSMITTED, OR OTHERWISE GIVEN TO ANY PERSON OTHER THAN THE PERSON RECEIVING IT WITHOUT THE PRIOR WRITTEN CONSENT OF TRITON PACIFIC. (a) This information is not, and should not be deemed to construe, an offer to sell or a solicitation of an offer to purchase any security. Offers will only be made through a qualified prospectus to suitable investors and where permitted by law. Nothing herein constitutes investment, legal, accounting or tax advice, or a recommendation to buy, sell or hold a security. This information should not be construed as advice designed to meet the particular investment needs of any investor. No recommendation or advice is being given as to whether any investment or strategy is suitable for a particular investor. It should not be assumed that any investment in securities, companies, sectors or markets identified and described herein were or will be profitable. Prospective investors should pay particular attention to the "Risk Factors" section of the prospectus. Neither the SEC, the Attorney-General of the State of New York nor any other state securities commission has approved or disapproved of these securities or determined if the prospectus is truthful or complete. Any representation to the contrary is a criminal offense. (b) Information provided herein is believed to be true as of the date written herein and has been gathered from available sources and third parties believed to be reliable. Neither Triton Pacific nor any other person assumes any responsibility for the accuracy, reliability or completeness of such information and no representation or warranty is made with respect thereto. (c) Certain statements contained in this document constitute "forward-looking statements" which can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "target," "project," "estimate," "intend," "continue," or "believe" or the negatives thereof or other variations thereon or comparable terminology. Any such statements, performance projections and results contained in the enclosed material are based upon assumptions, some of which will vary, perhaps materially, from actual events and should in no event be viewed as predictions or representations as to actual performance. As well, such projections are not prepared to comply with any specific rules or guidelines or the reporting standards of the Securities and Exchange Commission, GAAP, the AIMR, or any other regulatory agency or trade organization, all of which may be applicable to the presentation of such information. There is no guarantee that TPIC will achieve its investment objectives nor is any such guarantee to be construed as implied or promised. (d) Past performance does not guarantee future results. (e) An investment in TPIC includes a number of risks, including, without limitation, risks related to investment objectives, limited operating history, uncertainty of distributions, inconsistent valuation of the portfolio, changing interest rate risk, potential utilization of leverage, reliance on the investment advisor and its personnel, potential conflicts of interest, payment of fees to affiliates and risks related to illiquidity. Investing in private equity investments, including TPIC, is subject to substantial risks and may not be suitable for all investors. A prospective investor must consider, understand and be comfortable with such risks, as discussed further in the prospectus. (f) It should also be noted, the Weighted Average Effective Yield Debt Instruments projections do not reflect a yield generated by the TPIC. (l) Certain states may have different suitability requirements. Please see the Prospectus for additional information.

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