





□

## **PROSPECT CAPITAL CORPORATION**

**ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 8, 2011**

**PROXY SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY**

The undersigned stockholder of Prospect Capital Corporation, a Maryland corporation (the "Company"), hereby appoints John F. Barry III and M. Grier Eliasek, or either of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of Stockholders of the Company (the "Annual Meeting") to be held at the offices of the Company, 10 East 40th Street, 44th Floor, New York, New York 10016, on Thursday, December 8, 2011, at 10:30 a.m., Eastern Time, and any adjournment, postponement or delay thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned at the Annual Meeting with all powers possessed by the undersigned if personally present at the Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting of Stockholders and of the accompanying Proxy Statements (the terms of each of which are incorporated by reference herein) and revokes any proxy heretofore given with respect to the Annual Meeting.

**The votes entitled to be cast by the undersigned will be cast as instructed on the reverse hereof. If this Proxy is executed but no instruction is given, the votes entitled to be cast by the undersigned will be cast "FOR" the nominee for director and "FOR" each of the other proposals described in the accompanying Proxy Statement. Additionally, the votes entitled to be cast by the undersigned will be cast in the discretion of the proxies named above on any other matter that may properly come before the Annual Meeting, including a motion to adjourn the Annual Meeting or postpone the Annual Meeting to another time and/or place for the purpose of soliciting additional proxies, or any adjournment or postponement thereof.**

**PLEASE SIGN, DATE, AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE IF YOU ARE NOT AUTHORIZING A PROXY BY PHONE OR INTERNET.**

(Continued and to be signed on the reverse side)