Form **8937**(December 2017) Department of the Treasury

Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Reporting Issuer Part I 2 Issuer's employer identification number (EIN) 1 Issuer's name RiverNorth Marketplace Lending Corporation 32-0472699 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact Jon Mohrhardt (312) 840-9012 JMohrhardt@rivernorth.com 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and ZIP code of contact 615 East Michigan Street Milwaukee, WI 53202 8 Date of action 9 Classification and description 6/30/2019 Nontaxable Return of Capital 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) 76882B108 & 76882B207 RSF & RMPL Organizational Action Attach additional statements if needed. See back of form for additional questions. Part II Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► RiverNorth Marketplace Lending Corporation paid a nontaxable return of capital distribution on the dates listed on Statement 1 to the shareholders of record on the dates listed on Statement 1. A portion of each distribution constitutes a non-taxable return of capital. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis The portion of the distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of the Issuer. See Statement 1 for per share of the non-taxable return of capital. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► The basis of the shareholders of record for each dividend is lowered by the per share amount listed on Statement 1. The rate was determined in accordance to IRC §301 and §316.

Part I	I (Organizational Action (continue	d)						
17 Li	st the	applicable Internal Revenue Code section	on(s) and subsection(s) upon w	hich the tax treatment is based	>				
	al Revenue Code Sections 301(c)(2), 316(b)(4), and 852(c)(3).								
18 Ca	an any	resulting loss be recognized? ► No Io	ss can be recognized by the	shareholders of record for the	e nontaxable return of capital				
		eceived.	y		·				
19 Pr	rovide	any other information necessary to impl	ement the adjustment, such as	s the reportable tax year ▶ The	information provided above will				
be refle	cted	on the shareholder's 2019 1099-DIV st	atement box 3.						
	Unde	er penalties of perjury, I declare that I have ex	amined this return, including accord	mnanying schedules and statement	s and to the best of my knowledge and				
		f, it is true, correct, and complete. Declaration							
Sign		A Ciarra d Carrasia Ma	:						
Here	Signa	A Signed Copy is Ma	intained by the issu	ler Date ▶					
	Print	your name ►	Drenoveric starts	Title ►	DT11				
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN				
Prepa		F			self-employed				
Use C	Only	Firm's name ► Firm's address ►			Firm's EIN ▶ Phone no.				
Send Fo	orm 89	937 (including accompanying statements							

RiverNorth Marketplace Lending Corporation Organizational Action: Return of Capital

Date of Action: 6/30/2019

Attachment for Form 8937, Report of Organizational Actions Affecting Basis of Securities

	Part I, Line 10	Part I, Line 12	Part II, Line 14	Part II, Line 14	Part II, Line 14	Pa	art II, Line 15
Issuer's Name and EIN	<u>CUSIP</u>	Ticker Symbol	Record Date	Ex-Dividend Date	Payable Date	Nondividend Distributions	
RiverNorth Marketplace Lending Corporation	76882B108	RSF	2/25/2019	2/26/2019	2/27/2019	\$	0.37872553
RiverNorth Marketplace Lending Corporation	76882B108	RSF	5/28/2019	5/29/2019	5/30/2019	\$	0.37584961
RiverNorth Marketplace Lending Corporation	76882B207	RMPL	2/1/2019	1/31/2019	2/15/2019	\$	0.31571265
RiverNorth Marketplace Lending Corporation	76882B207	RMPL	5/1/2019	4/30/2019	5/15/2019	\$	0.31571265