1Q 2019 Earnings Call Presentation

May 8, 2019

Disclaimer

Cautionary Statement Regarding Forward-Looking Statements

This presentation contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as "forward-looking statements." You can identify these statements by the fact that they do not relate strictly to historical or current facts. Management cautions that any or all of Target Hospitality's forward-looking statements may turn out to be wrong. Please read Target Hospitality's annual, quarterly and current reports filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, including Platinum Eagle Acquisition Corp.'s 2018 Form 10-K filed on February 28, 2019, Form 8-K filed on March 21, 2018 and first quarter 2019 Form 10-Q, when filed, for additional information about the risks, uncertainties and other factors affecting these forward-looking statements and Target Hospitality generally. Target Hospitality's actual future results may vary materially from those expressed or implied in any forward-looking statements. All of Target Hospitality's forward-looking statements, whether written or oral, are expressly qualified by these cautionary statements and any other cautionary statements that may accompany such forward-looking statements. In addition, Target Hospitality disclaims any obligation to update any forward-looking statements to reflect events or circumstances after the date hereof.

Non-GAAP Financial Measures

This presentation contains non-GAAP financial measures including EBITDA, Adjusted EBITDA, Net debt, Adjusted diluted earnings per share, and Adjusted free cash flow. Reconciliations of these measures to the most directly comparable GAAP financial measures to the extent available without unreasonable effort are contained herein. To the extent required, statements disclosing the definitions, utility and purposes of these measures are set forth in our earnings press release for the first quarter 2019, which is available on our website free of charge, www.TargetHospitality.com.

Information reconciling forward-looking Adjusted EBITDA to GAAP financial measures is unavailable to Target Hospitality without unreasonable effort. We cannot provide reconciliations of forward-looking Adjusted EBITDA to GAAP financial measures because certain items required for such reconciliations are outside of our control and/or cannot be reasonably predicted, such as the provision for income taxes. Preparation of such reconciliations would require a forward-looking balance sheet, statement of income and statement of cash flow, prepared in accordance with GAAP, and such forward-looking financial statements are unavailable to us without unreasonable effort. Although we provide a range of Adjusted EBITDA that we believe will be achieved, we cannot accurately predict all the components of the Adjusted EBITDA calculation.

Combined Pro Forma Financial Information

This presentation contains combined pro forma financial information, including revenues and Adjusted EBITDA calculated as: (i) the results of Algeco Us Holdings LLC ("Target Parent") and Arrow Parent Corp. ("Signor Parent") (combined) for the year ended December 31, 2018, plus (ii) the results of Signor for the period from January 1, 2018 through September 6, 2018, in each case, without giving effect to the business combination and related transactions. We identify combined pro forma financial information in this presentation as ''combined pro forma'' or as prepared on a ''combined pro forma basis.'' As Signor was acquired on September 7, 2018 and the audited combined financial statements of Target Parent and Signor Parent do not reflect the historical operations of Signor for the period January 1, 2018 through September 6, 2018, the summary combined pro forma financial information is presented to reflect combined financial information as if Signor had been acquired as of January 1, 2018, to present the results of operations of Target Parent, Signor Parent, and Signor on a combined pro forma basis for the full year of 2018, without giving effect to the business combination and related transactions. No additional adjustments have been made to the historical financials of Target Parent, Signor Parent, or Signor for purposes of presenting such combined pro forma financial information. The combined pro forma financial information in this presentation is for informational purposes only and should be read in connection with the historical consolidated financial statements and related notes of Target Parent and Signor Parent (combined) and Signor for the applicable periods. The combined pro forma financial information in this presentation does not and does not purport to project our future financial position or operating results.

1Q 2019
Financial Results and Operational Highlights

Brad Archer, President & Chief Executive Officer
Andrew Aberdale, Chief Financial Officer
Troy Schrenk, Chief Commercial Officer

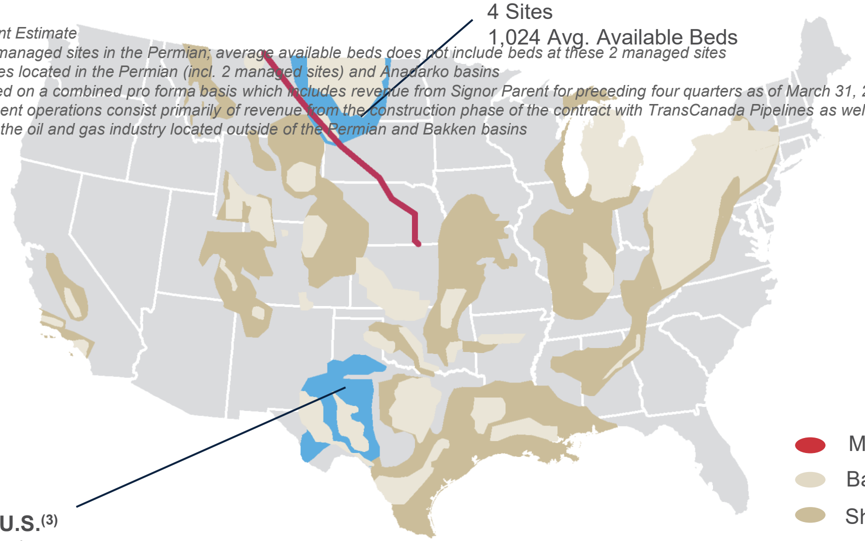
Target Hospitality *(NASDAQ: TH)*

Nation’s largest vertically-integrated specialty rental and value-added hospitality services provider

Largest provider of turnkey specialty rental units

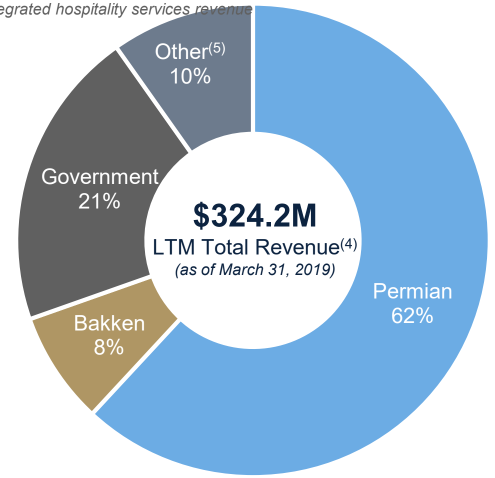
- Target Hospitality is the largest vertically integrated specialty rental and hospitality services company in the United States
- TH owns an extensive network of geographically relocatable specialty rental accommodation assets
  - 11,160 avg. available beds owned/operated across 20 sites[2] as of March 31, 2019
- TH leverages a large network with increased visibility from locked-in guaranteed payment contracts and exclusivity provisions

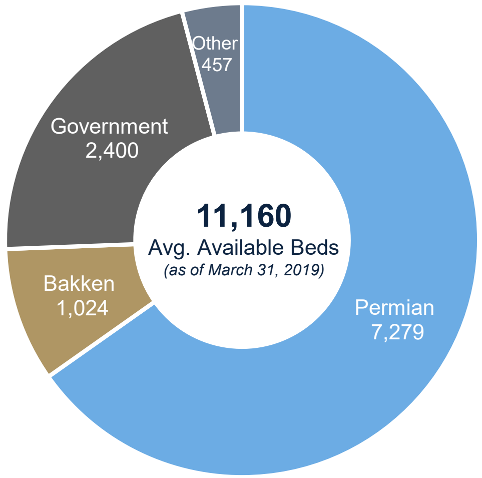
(1) Management Estimate
(2) Includes 2 managed sites in the Permian; average available beds does not include beds at these 2 managed sites
(3) Includes sites located in the Permian (incl. 2 managed sites) and Anadarko basins
(4) As calculated on a combined pro forma basis which includes revenue from Signor Parent for preceding four quarters as of March 31, 2019
(5) “Other” segment operations consist primarily of revenue from the construction phase of the contract with TransCanada Pipelines as well as specialty rental and vertically integrated hospitality services revenue from customers in the oil and gas industry located outside of the Permian and Bakken basins



Key differentiating attributes

1. **Largest network[1]** — *Customers value scale and flexibility of network of communities; continues to drive growth & profitability*
2. **Premier customers with exclusive long-term relationships** — *Long-standing and exclusive customer relationships; >3-yrs weighted avg. contract duration drives visibility*
3. **Premium in-house catering + value-added hospitality services** — *Unique Target 12 value proposition; customer pull drives favorable pricing & long-term trusting partnerships*





Note: % do not foot due to rounding

TARGET HOSPITALITY

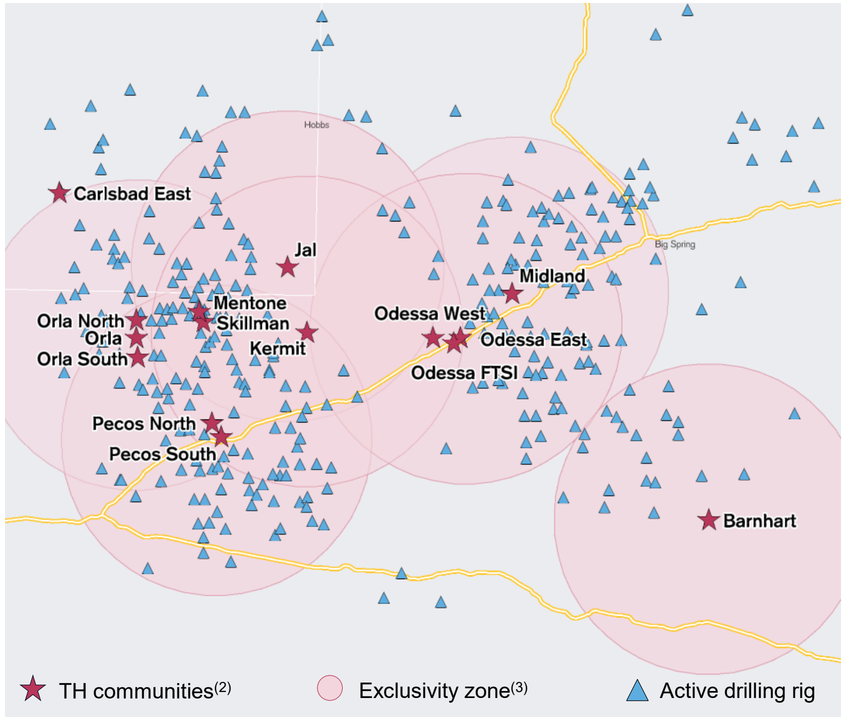
(1) Management estimate
(2) Includes 2 managed sites in the Permian; average available beds does not include beds at these 2 managed sites
(3) Includes sites located in the Permian (incl. 2 managed sites) and Anadarko basins
(4) As calculated on a combined pro forma basis which includes revenue from Signor Parent for preceding four quarters as of March 31, 2019
(5) “Other” segment operations consist primarily of revenue from the construction phase of the contract with TransCanada Pipelines as well as specialty rental and vertically integrated hospitality services revenue from customers in the oil and gas industry located outside of the Permian and Bakken basins

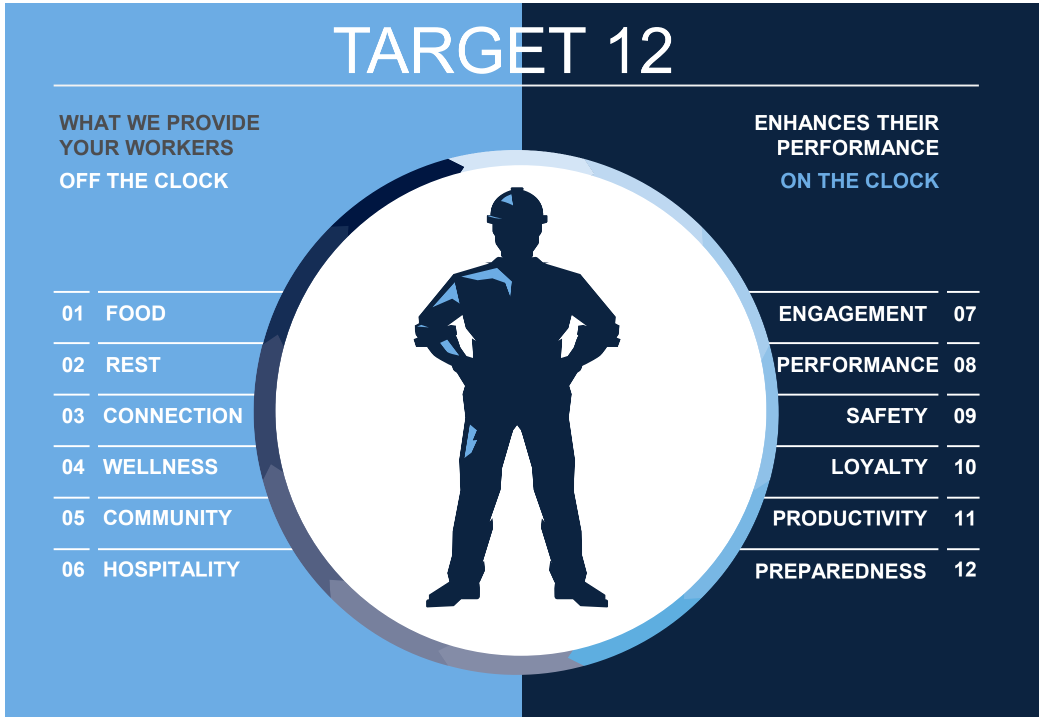
Differentiated, value-added business model

1 Largest[1] network serving …

2 … premier customers through exclusive LT relationships with …

3 … premium in-house catering + value-added hospitality services





(1) *Management estimate*
(2) *Includes Odessa FTSI community that was not operational as of March 31, 2019*
(3) *Illustrative only*

TARGET HOSPITALITY

Strong customer partnerships drive highly visible, recurring revenue

1 Contracted
Provides revenue visibility

2 Guaranteed
Locked-in revenue regardless of customer utilization

3 Exclusive
Strengthens market position

Total Revenue
(at mid-point of 2019E Outlook)

~86%
Contracted(1)

~92%
Guaranteed(2)

~8%
Not Guaranteed

~94%
Exclusive(3)

~75%
Exclusive(4)

- Contract renewal rates > 90%
- Weighted average contract duration of > 3 years

- Stable performance through commodity cycle
- Manageable downside risk

- Favorably impacts utilization
- Exclusivity zone extends around community location

Contracts and exclusivity drive high customer renewals and create a sustainable and competitive "moat"

(1) *Approximately 86% of 2019E revenue at midpoint of outlook under contract; includes minimum guaranteed value plus quarterly allocation based on historical customer utilization and occupancy rates; these are estimates, actual results may vary and those variations may be material*
(2) *Approximately 92% of estimated contracted revenue is backed by guaranteed payment provisions regardless of occupancy*
(3) *Approximately 94% of estimated contracted revenue with guaranteed payments also contains exclusivity provisions under which customers agree to use only our communities for all of their needs within geographies we serve*
(4) *Approximately 75% of estimated contracted revenue without guaranteed payments contains exclusivity provisions under which our customers agree to use only our communities for all of their needs within geographies we serve*

TARGET HOSPITALITY

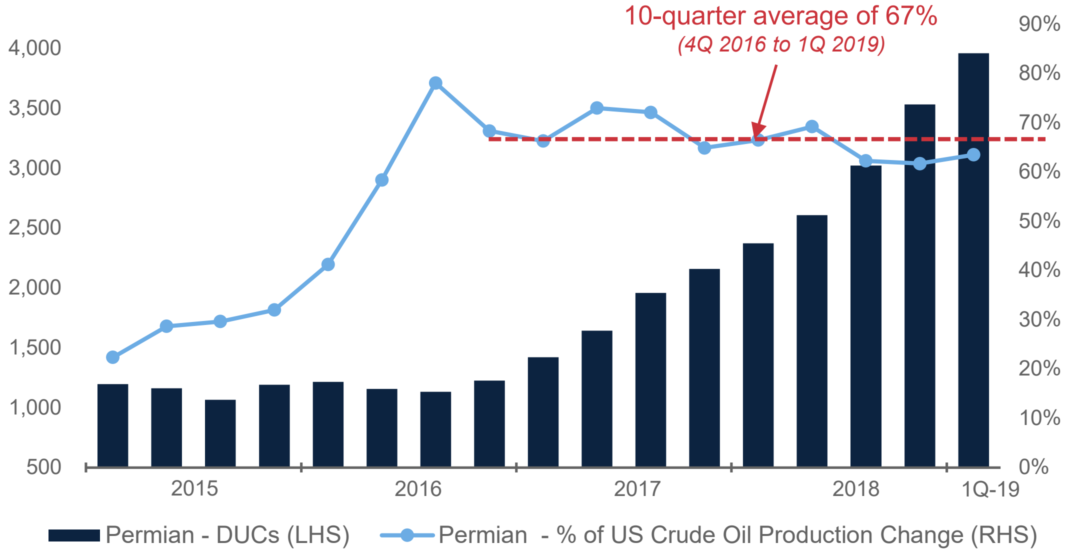
TH: Executing, Delivering, Winning

Executing	Delivering	Winning
11,160	**50.4%**	**600**
Average Available Beds *(as of March 31, 2019)*	Adjusted EBITDA[3] Margin *(in 1Q 2019)*	New Beds[8]
Unparalleled & largest[1] network	Adjusted EBITDA % up ~3.3% y-o-y	Announcing a new 200-bed community in the Delaware basin of the Permian for a major, integrated E&P customer; option to expand to 400 beds
Added ~4,350 beds across 7 sites with Signor acquisition *(as of Sep 2018)*	Strong operating performance; ADR[4] and utilization increased y-o-y[5]	Construction began on announced 400-bed community in Carlsbad, NM
Right-sized the Bakken[2]; redeployed certain assets to high-growth Permian	Strong Adjusted FCF[6] of $36.9 million; structurally low maintenance capex	
Guaranteed & exclusive contracts backed by largest network secures competitive advantage	Solid balance sheet with ~2.2x net leverage[7] provides flexibility to execute growth initiatives	Providing differentiated, integrated offering to secure multi-year customer commitments

(1) Management estimate
(2) Due to closure in late 4Q-2018 of Dunn county community with 596 total beds
(3) Adjusted EBITDA is a non-GAAP measure; refer to the reconciliation of non-GAAP to GAAP financial schedules included in the appendix
(4) ADR = Average Daily Rate; calculated based on specialty rental incomes and services income received over the period, excluding construction revenue, divided by utilized bed nights
(5) Total Company ADR increased to $82.4 in 1Q 2019 from $80.8 in 1Q 2018, and utilization increased to 87% in 1Q 2019 from 77% in 1Q 2018
(6) Adjusted Free Cash Flow (FCF) is a non-GAAP measure; refer to the reconciliation of non-GAAP to GAAP financial schedules included in the appendix
(7) Net leverage as presented is defined as gross amount of total long-term debt (including drawn amount under ABL revolving credit facility) less total cash and cash equivalents divided by pro forma LTM Adjusted EBITDA as of March 31, 2019
(8) Includes a new 200-bed community for a major, integrated E&P company announced today and a new 400-bed community in Carlsbad, NM announced on February 26, 2019

Outlook supportive for our key end markets

Energy / Oil & Gas



- Permian basin accounted for over two-thirds of total US crude oil production growth (since 4Q-2013) in last 10 quarters(1)
- ~$42/bbl WTI price delivers 10% return on marginal well for top-30 operators in the Permian
- Permian DUCs (drilled but uncompleted wells) continue to grow → continued drilling, future completions activity
- Energy sector grew modestly in 1Q 2019, primarily led by oilfield services firms(3)
  - Production increased for the 10th consecutive quarter
  - Employees and wage hours continued to grow y-o-y

Government

161,000

Family Units(4)

Arriving in 2018

9x

Increase in Family Unit apprehensions(5)

Since Jan 2018

- South Texas Family Residential Center (STFRC) houses / processes asylum-seeking women & children family units
  - 2,400 average available beds
- Demand, due to increased influx of asylum-seeking family units, far exceeds U.S. government's supply at this time
- STFRC best positioned to support U.S. government's needs in this category

TARGET HOSPITALITY

(1) *Source: U.S. Energy Information Administration, Company analysis*
(2) *Source: Rystad Energy, November 2017*
(3) *Source: Dallas Fed Energy Survey, March 27, 2019, https://www.dallasfed.org/research/surveys/des/2019/1901.aspx*
(4) *Source: Congressional Border Security Briefing, https://www.whitehouse.gov/wp-content/uploads/2019/01/Border-Briefing.pdf, as of U.S. Government fiscal year ended September 30, 2018*
(5) *Source: U.S. Customs and Border Protection, Family Unit apprehensions at the Southwest border, https://www.cbp.gov/newsroom/stats/sw-border-migration, Company analysis*

Signor integration on track while growth pipeline provides upside

Signor acquisition integration progressing well …

- Full control of lodge management *(since September 2018)*
- 100% of Signor communities converted to in-house catering (vs. none prior) *(as of January 1, 2019)*
- Enhancement plan to high-grade Signor communities continuing
  - $20 million total capital spending budgeted
  - >50% implemented as of 1Q 2019
- Conversion of legacy Signor customers and contracts taking place
  - Renewal and extension of key customer contracts *(announced January 31, 2019)*
  - Increasing proportion at higher ADR

… with mature pipeline of organic growth …

- Most compelling growth opportunities in the Permian basin
  - New communities as well as expansions of existing communities/footprint
- Include both major E&P and OFS companies
- Represents potential 10-20% additional average available beds
  - Unit economics to drive decision making

… and accretive M&A opportunities

- Continue to evaluate attractive inorganic growth prospects within existing end markets
  - Strategic fit with existing network/platform key driver
  - Build vs. buy decision in most cases
- Expect growth beyond existing end markets to come through M&A

1Q 2019 Financial Highlights

Revenue
$82.0 million

Adjusted EBITDA(1)
$41.3 million | 50.4%

Adjusted diluted EPS(2)
$0.21

ADR $82.4
Utilization(3) 87%

Net debt(4)
$356.9 million

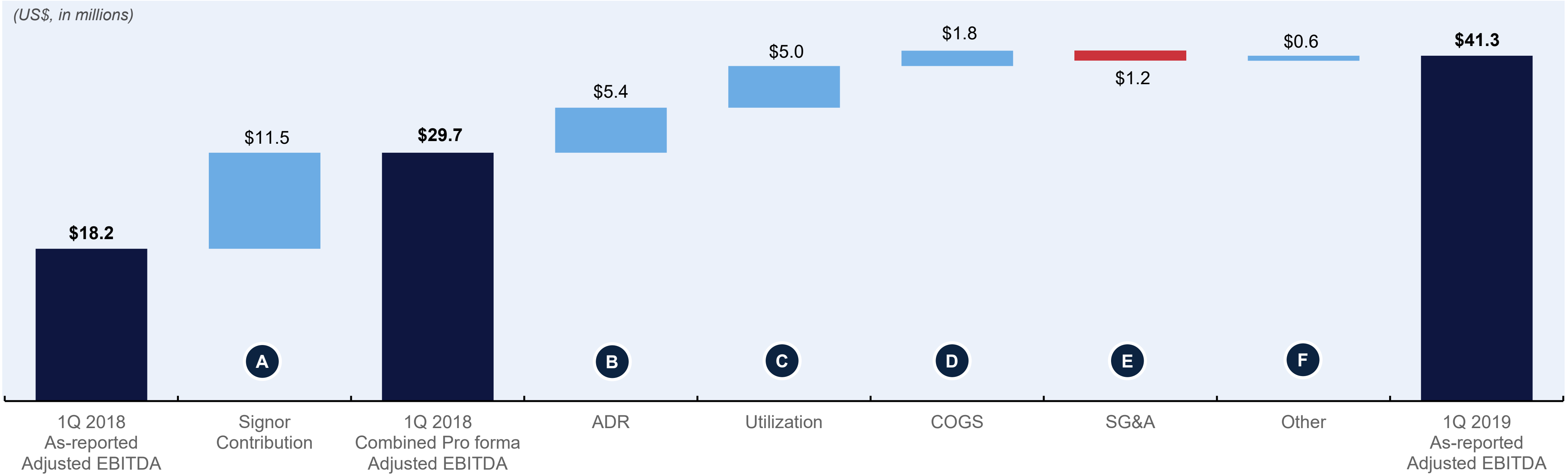
Items of note:

- Pre-tax charges and (credits) of $38.5 million
  - Transaction bonus: $28.5 million (cash-neutral for TH)
  - Transaction expenses: $8.0 million
- SG&A expense of $6.4 million, ex. pre-tax charges and (credits)
- Depreciation and amortization of $13.7 million
  - Includes $3.5 million for amortization of intangibles
- Net interest expense of $4.0 million
- Income tax benefit of $1.9 million
- After-tax charges and (credits) of $31 million, or $0.39/diluted share
- 79,589,905 weighted average shares of common stock outstanding

(1) Adjusted EBITDA is a non-GAAP measure; see appendix to this presentation for reconciliation to the most comparable GAAP measure
(2) Adjusted diluted earnings per share (EPS) is a non-GAAP measure; see appendix to this presentation for reconciliation to the most comparable GAAP measure
(3) Utilization is calculated based on utilized beds divided by average available beds for the period
(4) Net debt is a non-GAAP measure reflecting gross amount of total long-term debt less cash and cash equivalents, as calculated on slide 15 included in this presentation

Adjusted EBITDA driven by broad-based operational execution

Bridge 1Q 2018 to 1Q 2019



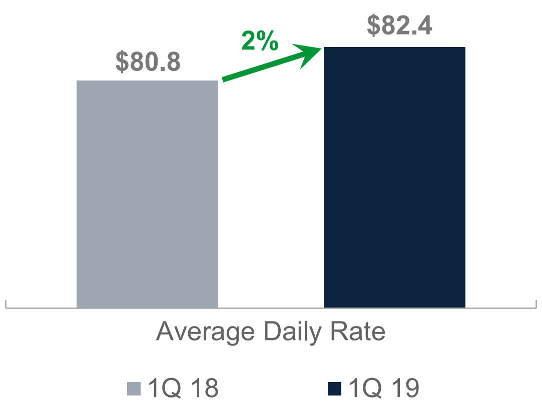
- **A** Represents contribution from Signor acquisition
- **B** Reflects impact from increase in price primarily in the Permian Basin; contract renewals in 4Q 2018 reflect current market demand as well as increasing proportion of Signor customers contracted at higher rates
- **C** Reflects impact from increase in utilized beds, utilization increased to 87% due to increase in activity in the Permian Basin
- **D** Reflects improved cost leverage primarily due to improved utilization driving occupancy costs lower
- **E** Reflects higher costs primarily to build out of corporate staff and public company costs as well as increase in commissions commensurate with higher revenues of the business
- **F** Reflects contribution primarily from TransCanada construction work, fees from operations of managed communities offset by reduction in hotel booking fees

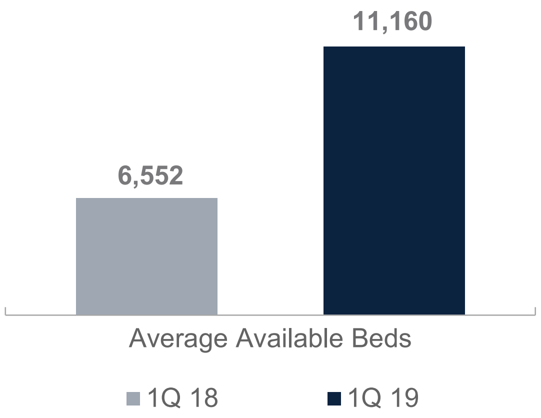
TARGET HOSPITALITY

Performance evident in key operating metrics

Total Company, As Reported

Utilization:	77%	87%

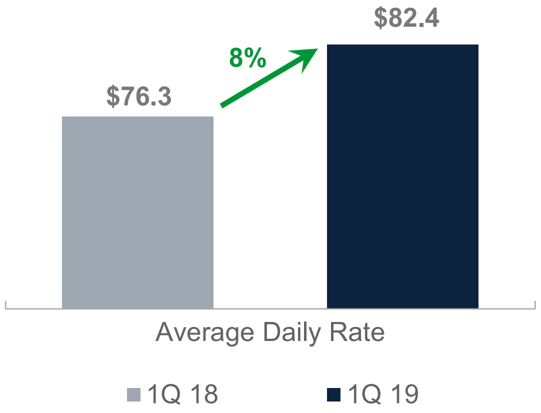


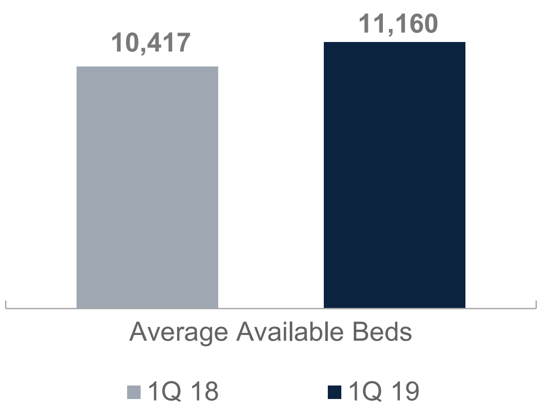


- Increase in average available beds primarily due to addition of Signor, one new community addition, and expansions in legacy portfolio
- ADR increased 2% primarily due to higher contracted rates at all of Target's Permian communities partially offset by lower overall ADR at acquired Signor communities

Total Company, Combined Pro forma(1)

Utilization:	78%	87%





- Average available beds increased due to a new community and expansion of Signor and legacy Target communities
- ADR increased 8% due to renewal of contracts on more favorable terms; resulting from high-grading of Signor communities and broad-based improvements in the remainder of communities

Robust activity in the Permian basin largely driving growth

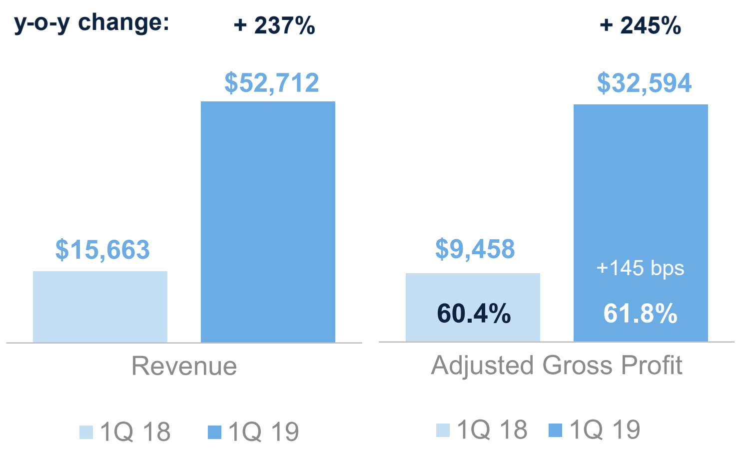
(1) Includes results of Signor in 1Q 2018

TARGET HOSPITALITY

1Q 2019 Segment Results[1]

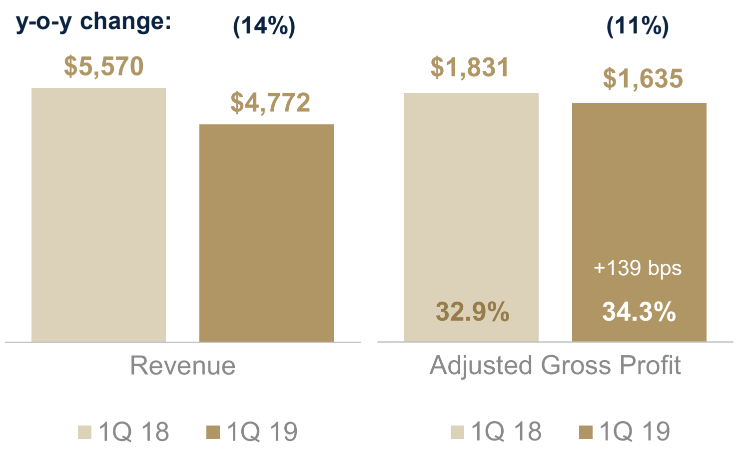
Permian Basin

US$, in '000s



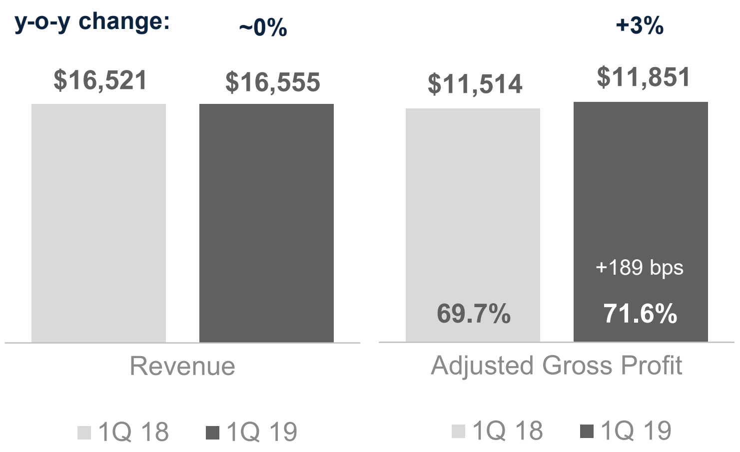
Bakken Basin

US$, in '000s



Government

US$, in '000s



Operational highlights:

- Acquired 7 Signor communities
- Added a community in legacy Target operations *(Skillman)*
- Invested in facility upgrades
- ADR and utilization increased on combined pro forma basis

Operational highlights:

- Repositioned footprint with closure of Dunn county community; drives utilization higher
- ADR declined due to product mix
- Higher adjusted gross profit driven by effective cost control

Operational highlights:

- ADR essentially unchanged under multi-year agreement at FRC
- Utilization stable at 100% *(excludes employee beds)*
- Adjusted gross profit higher due to reduced occupancy vs. utilization

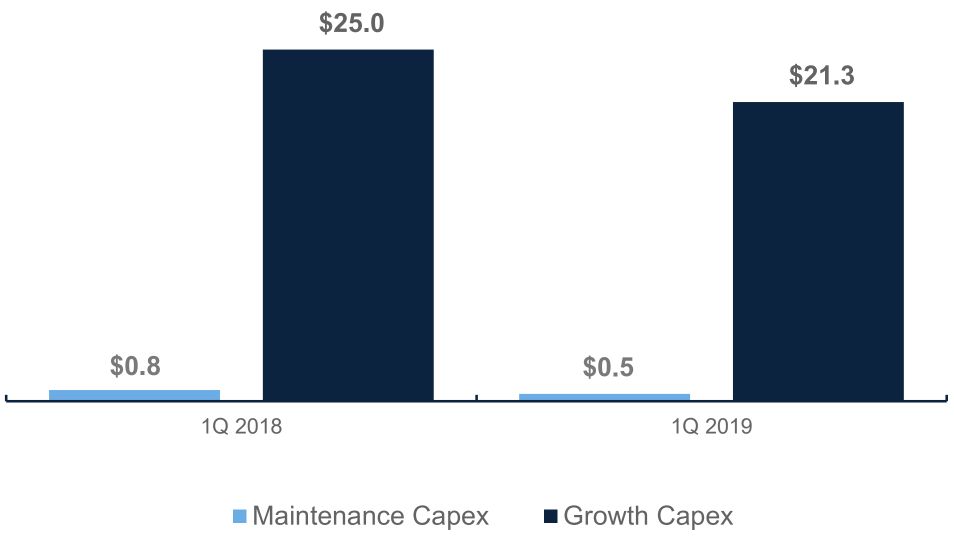
(1) *Results of All Other segment not discussed here; see accompanying earnings press release for detailed segment financial results*

TARGET HOSPITALITY

Robust cash generation backed by minimal maintenance capex needs

Capital expenditures *($ in millions)*

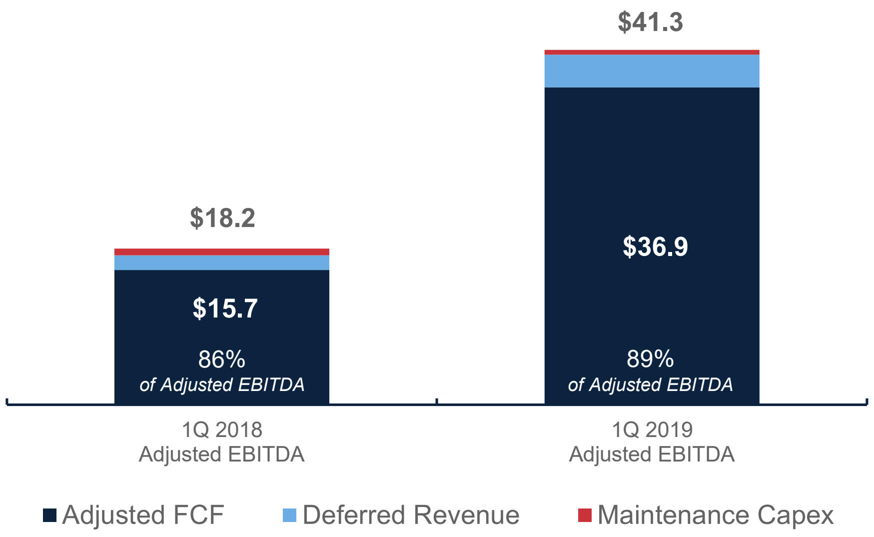
Avg. available beds:	**6,552**	**11,160**



- Discretionary growth capital invested when customer demand gives high visibility of contracted utilization; IRR and payback hurdles must be met
- Basic upkeep of facilities included in routine operating costs resulting in minimal maintenance capex outlays

Adjusted EBITDA & Adjusted FCF[1] conversion *($ in millions)*

Adj. FCF conversion[2]:	**86%**	**89%**



- Nearly 90% of Adjusted EBITDA converted to Adjusted free cash flow; cash generated important source of growth capital offsetting external borrowing needs
- Specialty rental assets require minimal maintenance capex outlays; deferred revenue adjustment due to customer advances

TARGET HOSPITALITY

(1) *Adjusted free cash flow (FCF) is a non-GAAP measure; see appendix to this presentation for reconciliation to the most comparable GAAP measure*
(2) *Adjusted FCF Conversion as presented is calculated as Adjusted free cash low divided by Adjusted EBITDA for the same period, and expressed as a percentage*

Well capitalized balance sheet provides flexibility

($ in millions)	Interest Rate	Maturity	Carrying Value (as of March 31, 2019)
Senior secured notes, aggregate principal amount(1)	9.5%	March 2024	$ 340.0
ABL revolving credit facility(2)	Varies	September 2023	$ 40.0
Total long-term debt, gross amount			**$ 380.0**
Less: Cash and cash equivalents			$ 23.1
Net debt(3)			**$ 356.9**
Combined Pro forma LTM Adjusted EBITDA(4)			$ 161.2
Net leverage(5)			**~2.2x**
Total available liquidity(6)			$ 108.1

(1) Excludes unamortized deferred financing costs of $16.2 million and unamortized original issue discount of $3.3 million as of March 31, 2019; net amount is $320.5 million including unamortized deferred financing costs and unamortized original issue discount
(2) Total borrowing capacity under the ABL revolving credit facility is $125.0 million
(3) Net debt is a non-GAAP measure calculated as gross amount of total long-term debt less cash and cash equivalents, as calculated in the table above on this slide
(4) As calculated on a combined pro forma basis which includes revenue from Signor Parent for preceding four quarters as of March 31, 2019; see appendix to this presentation for a reconciliation
(5) Net leverage as presented is defined as gross amount of total long-term debt (including drawn amount under ABL revolving credit facility) less total cash and cash equivalents divided by pro forma LTM Adjusted EBITDA as of March 31, 2019
(6) Total available liquidity as presented is defined as total cash and cash equivalents plus available borrowing capacity under the ABL revolving credit facility

TARGET HOSPITALITY

Disciplined capital allocation priorities

1

Invest in Growth

Organic & Inorganic

Minimal maintenance capex(1)

Maintain capital discipline

2

Optimize Debt Cost

$380.0 million(2)

Net leverage goal of ~2.0x

Opportunistic debt repayment

3

Return Capital

Maximize ROIC(3)

Prioritized actions

Retain optionality

Continue to allocate capital in a disciplined manner to maximize shareholder value

(1) Maintenance capital expenditures at ~1% of total revenues for 2019E
(2) Gross amount of total long-term debt, including $340.0 million of aggregate principal amount of 9.5% Senior Secured Notes due March 2024 and $40 million drawn under the $125 million ABL revolving credit facility as of March 31, 2019
(3) ROIC = Return On Invested Capital is defined as net operating profit after taxes divided by total invested capital

Reaffirming 2019 Outlook

ADR Improvement
Continue to enhance Signor value proposition

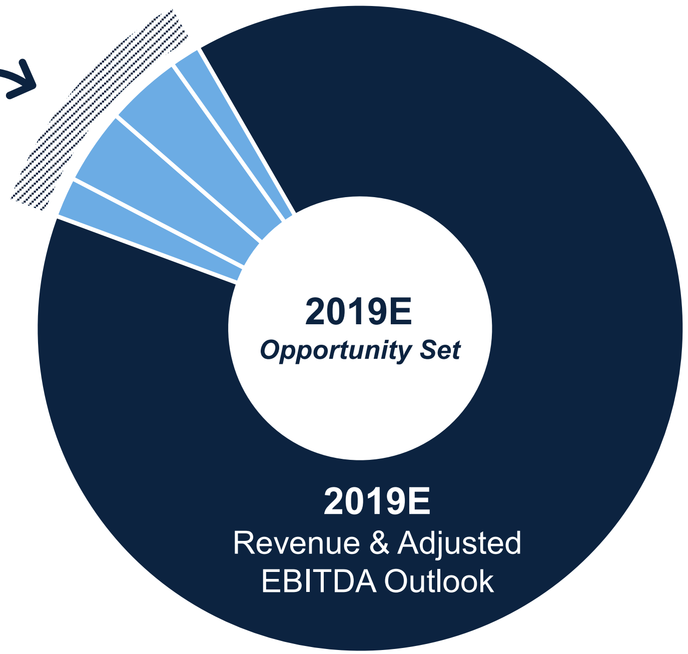
Incremental Utilization
Achieve more out of existing network

High-potential Opportunities
Continue to expand/rotate footprint

New Contract Wins
Carlsbad & Delaware Basin | 3Q-19 expected opening

2019E Outlook(1)
Total Revenue: $340 to $350 million
Adjusted EBITDA: $175 to $180 million

Monitoring and executing incremental opportunities(2)



High degree of confidence in achieving 2019E Revenue and Adjusted EBITDA outlook

(1) *2019E Outlook as issued on February 7, 2019; total revenues in $340 to $350 million range with total Adjusted EBITDA in $175 million to $180 million range; information reconciling forward-looking Adjusted EBITDA to GAAP financial measures is unavailable to the Company without unreasonable effort, and therefore, no reconciliation to the most comparable GAAP measures is provided for 2019E Outlook – see non-GAAP measures on slide 2 for more information*
(2) *Illustrative only; not drawn to scale*

Summary

Public Company

Team TH
Proud Moment

Differentiated

Market leadership built on full-turnkey, integrated offering

Execution Focus

90 | 50 | 30+
Operational excellence

Growth Minded

Organic and M&A opportunities backed by solid balance sheet

- Expansive network
- Target 12
- Multi-year, guaranteed, exclusive customer relationships

- Highly visible, recurring contracted revenues
- Robust margins and high free cash flow conversion
- Compelling unit economics

- Mature pipeline of organic growth and accretive M&A opportunities
- Strong cash generation and solid balance sheet provides flexibility to execute growth initiatives

Appendix

TARGET HOSPITALITY

Best-in class specialty rental assets with compelling unit economics

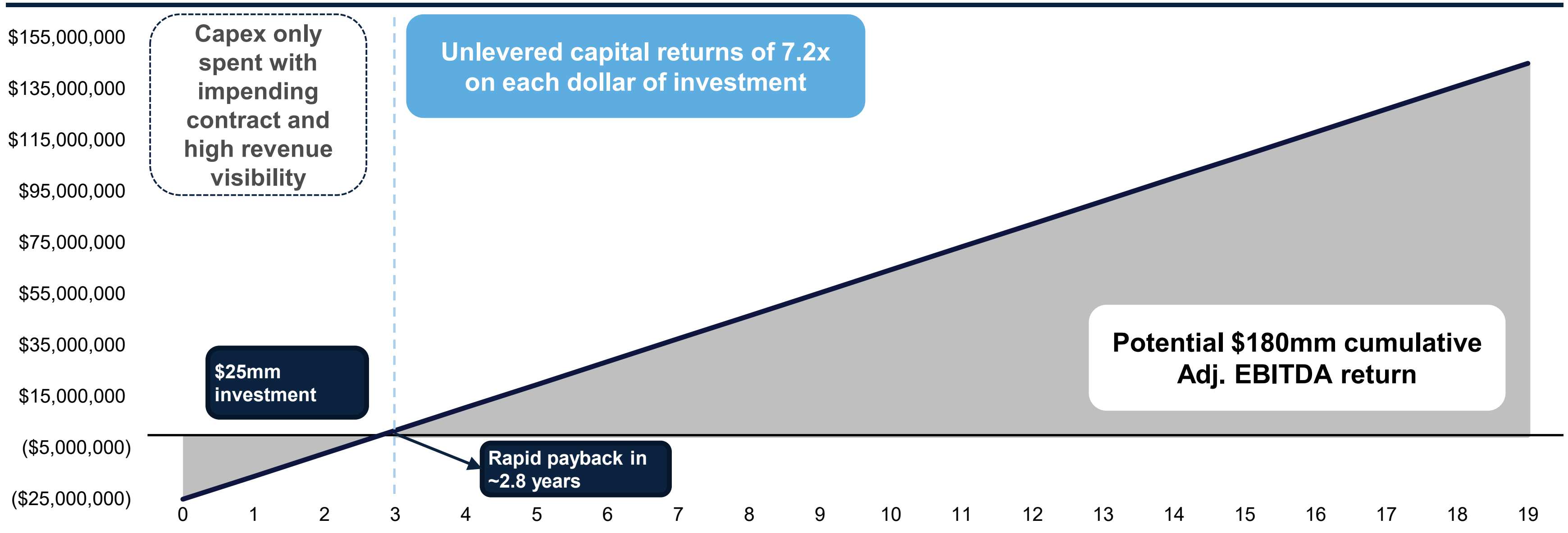
Illustrative Inputs[1]:

Community: 500 beds
Capex: $50K / room ($25mm total)
ADR / COGS: $95pppn / $35pppn
Low maintenance capex

Illustrative Outputs[1]:

$9.0mm Adj. EBITDA / year
$180mm Adj. EBITDA over 20 years
IRR: 36% (20 year)

Potential Community 20 Year Investment Return – Mid Case[1]



Compelling unit economics underpinned by contracted revenue coupled with nominal maintenance capex requirements likely to generate IRRs in excess of 35% and rapid payback on potential investments

Note: Illustrative example with capex assumed for new build only; expansions of current sites can often be done at better economics.
(1) This is an illustration of a potential outcome on a mid-case opportunity. Such outcome is not guaranteed and is subject to significant business, economic, regulatory and competitive uncertainties and contingencies, many of which are beyond the control of the Company and its management. Actual results will vary and those variations may be material. Nothing in this presentation should be regarded as a representation that this outcome will be achieved.

Share count analysis

Shares by Type	Common Stock	Other Shares and Equivalents Outstanding (4)		Total Potential Outstanding Common Shares (Fully Diluted)
	Outstanding as of 3/21/2019 (1)	Escrowed Founder Shares (2)	Exercise of Outstanding Warrants (3)	
Public Shares	14,321,606			14,321,606
Shares Underlying Public Warrants	-		10,833,316	10,833,316
Shares Underlying Founder & TH Director (former & current) Warrants (5)	-		5,333,334	5,333,334
Founder Shares (6)	3,034,102	5,015,898		8,050,000
Former Platinum Eagle Director Shares (7)	75,000			75,000
TDR (8)	74,786,327			74,786,327
PIPE Investors (9)	8,000,000			8,000,000
US GAAP Basic Outstanding Share Count for EPS (1)	**100,217,035**			
Add: Escrow Shares	5,015,898			
Total Outstanding Common Shares (4)	**105,232,933**	**105,232,933**	**121,399,583**	**121,399,583**

(1) *Excluded from the US GAAP Basic Outstanding Share Counts are 5,015,898 common shares (the "Escrow Shares") issued and outstanding that have been deposited into an escrow account that have no voting or economic rights while in escrow. See further information on the earnout agreement and the escrow agreement in Exhibit 10.2 and 10.3, respectively, to our Form 8-K filed March 21, 2019 (the "8-K"). Note that these shares will be excluded from the EPS calculations prospectively (basic & diluted) until those shares are released from Escrow.*

(2) *These Escrow Shares will be released if at any time during the period of three 3 years following the date hereof, the closing price of the shares of the Company's Common Stock as reported on NASDAQ or any other national securities exchange exceeds $12.50 per share (50% release) and $15.00 per share (remaining 50% release) for 20 of 30 consecutive days.*

(3) *Assumes exercise of all outstanding warrants, including: (i) 10,833,316 Public Warrants and (ii) 5,333,334 Private Placement Warrants (as defined below). Each warrant entitles the holder thereof to purchase one share of TH common stock at a price of $11.50 per share.*

(4) *Total outstanding common shares in the "Other Shares and Equivalents Outstanding" columns represent the cumulative amount of outstanding common shares if each of the potential events in items 1-3 were to occur.*

(5) *Comprised of shares issuable upon exercise of certain warrants issued to the initial investors and former independent directors of Platinum Eagle in a private placement transaction concurrent with the initial public offering of Platinum Eagle (the "Private Placement Warrants").*

(6) *Reflects shares (the "Founder Shares") held by the Founder Group, as defined in the earnout agreement, filed as exhibit 10.2 to the 8-K. Excludes any shares purchased by any member of the Founder Group in the open market.*

(7) *Includes certain shares held by the former directors of Platinum Eagle Acquisition Corp. who are not members of the Founder Group as defined in the earnout agreement, filed as exhibit 10.2 to the 8-K.*

(8) *Includes the shares that were issued to the sellers of Target Parent and Signor Parent in connection with the business combination.*

(9) *Includes shares issued to investors for an equity offering for private investment in public equity.*

TARGET HOSPITALITY

Unaudited Consolidated Statements of Comprehensive Loss

Exhibit 1

Target Hospitality Corp.
Unaudited Consolidated Statements of Comprehensive Loss
($ in thousands, except per share amounts)

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
Revenue:		
Services income	$ 61,073	$ 24,916
Specialty rental income	13,730	13,730
Construction fee income	7,179	—
Total revenue	81,982	38,646
Costs:		
Services	32,009	13,510
Specialty rental	2,318	2,430
Depreciation of specialty rental assets	9,901	6,603
Gross profit	37,754	16,103
Selling, general and administrative	44,752	10,182
Other depreciation and amortization	3,763	1,290
Restructuring costs	168	6,256
Other income, net	(38)	(450)
Operating loss	(10,891)	(1,175)
Loss on extinguishment of debt	907	—
Interest expense, net	4,031	3,945
Loss before income tax	(15,829)	(5,120)
Income tax benefit	(1,850)	(926)
Net loss	(13,979)	(4,194)
Other comprehensive loss		
Foreign currency translation	—	(907)
Comprehensive loss	$ (13,979)	$ (5,101)
Weighted average shares outstanding – basic and diluted	79,589,905	25,686,327
Net loss per share – basic and diluted	$ (0.18)	$ (0.16)

TARGET HOSPITALITY

Consolidated Balance Sheets

Exhibit 2

Target Hospitality Corp.
Consolidated Balance Sheets
($ in thousands)

	March 31, 2019 (Unaudited)	December 31, 2018
Assets		
Current assets:		
Cash and cash equivalents	$ 23,120	$ 12,194
Accounts receivable, less allowance for doubtful accounts of $35 and $39, respectively	55,132	57,106
Prepaid expenses and other assets	4,387	3,965
Notes due from affiliates	—	638
Notes due from officers	—	1,083
Total current assets	82,639	74,986
Restricted cash	257	257
Specialty rental assets, net	305,458	293,559
Other property, plant and equipment, net	18,678	18,882
Goodwill	34,180	34,180
Other intangible assets, net	123,857	127,383
Deferred tax asset	14,457	12,420
Deferred financing costs revolver, net	5,782	2,865
Notes due from officers	—	500
Other non-current assets	78	—
Total assets	$ 585,386	$ 565,032

	March 31, 2019 (Unaudited)	December 31, 2018
Liabilities		
Current liabilities:		
Accounts payable	$ 40,940	$ 21,597
Accrued liabilities	21,591	23,300
Deferred revenue and customer deposits	16,852	17,805
Current portion of capital lease and other financing obligations	971	2,446
Total current liabilities	80,354	65,148
Other liabilities:		
Long-term debt:		
Principal amount	340,000	—
Less: unamortized original issue discount	(3,281)	—
Less: unamortized term loan deferred financing costs	(16,232)	—
Long-term debt, net	320,487	—
Revolving credit facility	40,000	20,550
Long-term capital lease and other financing obligations	—	14
Note due to affiliates	—	108,047
Deferred revenue and customer deposits	16,699	19,571
Asset retirement obligations	2,664	2,610
Other non-current liabilities	—	101
Total liabilities	$ 460,204	$ 216,041
Commitments and contingencies	—	—
Stockholders' Equity		
Common Stock, $0.0001 par, 380,000,000 authorized, 105,232,933 issued and outstanding as of March 31, 2019 and 74,786,327 issued and outstanding as of December 31, 2018	10	7
Additional paid-in-capital	110,139	319,968
Accumulated other comprehensive loss	(2,463)	(2,463)
Accumulated earnings	17,496	31,479
Total stockholders' equity	125,182	348,991
Total liabilities and stockholders' equity	$ 585,386	$ 565,032

TARGET HOSPITALITY

Unaudited Consolidated Statements of Cash Flows

Exhibit 3

Target Hospitality Corp.
Unaudited Consolidated Statements of Cash Flows
($ in thousands)

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
Cash flows from operating activities:		
Net loss	$ (13,979)	$ (4,194)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation	10,138	6,649
Amortization of intangible assets	3,526	1,244
Accretion of asset retirement obligation	54	35
Amortization of deferred financing costs	315	—
Amortization of original issue discount	21	—
Officer loan compensation expense	1,583	295
Gain on involuntary conversion	—	(450)
Loss on extinguishment of debt	907	—
Deferred income taxes	(2,037)	(1,156)
Provision for loss on receivables	—	86
Changes in operating assets and liabilities		
Accounts receivable	1,974	654
Prepaid expenses and other assets	(422)	778
Accounts payable and other accrued liabilities	(4,801)	3,526
Deferred revenue and customer deposits	(3,825)	(1,730)
Other non-current assets and liabilities	(199)	(2,222)
Net cash (used in) provided by operating activities	(6,745)	3,515

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
Cash flows from investing activities:		
Purchase of specialty rental assets	(14,623)	(21,888)
Purchase of property, plant and equipment	(37)	(162)
Repayments from (advances to) affiliates	638	(500)
Receipt of insurance proceeds	—	2,250
Net cash used in investing activities	(14,022)	(20,300)
Cash flows from financing activities:		
Proceeds from borrowings on Senior Secured Notes, net of discount	336,699	—
Principal payments on finance and capital lease obligations	(1,475)	(3,527)
Proceeds from notes with affiliates	—	10,000
Principal payments on borrowings from ABL	(27,790)	(1,076)
Proceeds from borrowings on ABL	47,240	5,500
Repayment of affiliate note	(3,762)	—
Contributions from affiliate	39,107	—
Recapitalization	218,752	—
Recapitalization - cash paid to Algeco Seller	(563,134)	—
Payment of deferred financing costs	(13,944)	—
Net cash provided by financing activities	31,693	10,897
Net increase (decrease) in cash and cash equivalents	10,926	(5,888)
Cash and cash equivalents - beginning of period	12,194	12,533
Cash and cash equivalents - end of period	$ 23,120	$ 6,645
Non-cash investing and financing activity:		
Non-cash change in accrued capital expenditures	$ (7,177)	$ (3,716)
Non-cash change in accrued deferred financing cost	$ (6,424)	$ —
Non-cash contribution from affiliate - forgiveness of affiliate note	$ 104,285	$ —
Non-cash distribution to PEAC - liability transfer from PEAC, net	$ (8,840)	$ —
Non-cash change in specialty rental assets due to effect of exchange rate changes	$ —	$ 907

TARGET HOSPITALITY

Non-GAAP Reconciliations

Exhibit 4

Target Hospitality Corp.
Reconciliation of Net loss to Adjusted net income and Adjusted diluted earnings per share
($ in thousands, except per share amounts)

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
Net loss	**$ (13,979)**	**$ (4,194)**
Restructuring costs	168	6,256
Target Parent selling, general, and administrative costs	246	5,192
Other income, net	(38)	(450)
Transaction expenses	8,046	484
Transaction bonus amounts	28,519	—
Officer loan expense	1,583	—
Less: Income tax benefits	(7,501)	(2,743)
Adjusted net income	**$ 17,044**	**$ 4,545**
Weighted average shares outstanding	79,589,905	25,686,327
Net loss per share, as reported	**$ (0.18)**	**$ (0.16)**
Adjusted diluted earnings per share	**$ 0.21**	**$ 0.18**

Exhibit 5

Target Hospitality Corp.
Reconciliation of Gross profit to Adjusted gross profit and Adjusted gross profit margin
($ in thousands)

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
Gross profit	**$ 37,754**	**$ 16,103**
Depreciation of specialty rental assets	9,901	6,603
Adjusted gross profit	**$ 47,655**	**$ 22,706**
Total revenue	$ 81,982	$ 38,646
Gross profit margin	**46.1%**	**41.7%**
Adjusted gross profit margin	**58.1%**	**58.8%**

Non-GAAP Reconciliations, continued

Exhibit 6

Target Hospitality Corp.
Reconciliation of Net Loss to EBITDA, Adjusted EBITDA and Adjusted EBITDA margin
($ in thousands)

	For the Three Months Ended March 31,	
	2019	**2018**
Net loss	**$ (13,979)**	**$ (4,194)**
Interest expense, net	4,031	3,945
Loss on extinguishment of debt	907	—
Income tax benefit	(1,850)	(926)
Other depreciation and amortization	3,763	1,290
Depreciation of specialty rental assets	9,901	6,603
EBITDA	**$ 2,773**	**$ 6,718**
Adjustments		
Transaction bonus amounts	28,519	—
Transaction expenses	8,046	484
Officer loan expense	1,583	—
Target Parent selling, general, and administrative costs	246	5,192
Restructuring costs	168	6,256
Other income, net	(38)	(450)
Adjusted EBITDA	**$ 41,297**	**$ 18,200**
Total revenue	$ 81,982	$ 38,646
Adjusted EBITDA margin	**50.4%**	**47.1%**

Exhibit 7

Target Hospitality Corp.
Reconciliation of Net cash (used in) provided by operating activities to Adjusted free cash flows
($ in thousands)

	For the Three Months Ended March 31,	
	2019	**2018**
Adjusted EBITDA	**$ 41,297**	**$ 18,200**
Transaction bonus amounts	(28,519)	—
Transaction expenses	(8,046)	(484)
Interest payments	(5,815)	(434)
Officer loan expense	(1,583)	—
Target Parent selling, general and administrative costs	(246)	(5,192)
Restructuring costs	(168)	(6,256)
Other income, net	38	—
Gain on involuntary conversion	—	450
Working capital and other	(3,703)	(2,769)
Net cash (used in) provided by operating activities	**(6,745)**	**3,515**
Transaction bonus amounts	28,519	—
Transaction expenses	8,046	484
Interest payments	5,815	434
Officer loan expense	1,583	—
Target Parent selling, general and administrative costs	246	5,192
Restructuring costs	168	6,256
Other income, net	(38)	—
Gain on involuntary conversion	—	(450)
Working capital and other	3,703	2,769
Deferred revenue and customer deposits	(3,825)	(1,730)
Maintenance capital expenditures for specialty rental assets	(528)	(790)
Adjusted free cash flows	**$ 36,944**	**$ 15,680**

TARGET HOSPITALITY

Non-GAAP Reconciliations, continued

Exhibit 8

Target Hospitality Corp.
Reconciliation of Net Loss to EBITDA and Adjusted EBITDA
As Reported or Combined Pro forma For Selected Periods
($ in thousands)

	Combined Pro Forma					As Reported	Combined Pro Forma
	Quarter Ended	Quarter Ended	Quarter Ended	Quarter Ended	Year Ended	Quarter Ended	Last Tweleve Months (LTM)
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018	March 31, 2019	March 31, 2019
Total revenue	$ 59,671	$ 68,735	$ 77,284	$ 96,152	$ 301,842	$ 81,982	$ 324,153
Net income	$ 4,040	$ 17,359	$ 11,394	$ (920)	$ 31,873	$ (13,979)	$ 13,854
Interest expense, net	4,013	5,734	5,543	9,176	24,466	4,031	24,484
Loss on extinguishment of debt	-	-	-	-	-	907	907
Income tax expense	230	671	1,678	9,176	11,755	(1,850)	9,675
Other depreciation and amortization	1,250	1,152	1,456	3,660	7,518	3,763	10,031
Depreciation of specialty rental assets	7,835	8,336	10,251	9,210	35,632	9,901	37,698
EBITDA	$ 17,368	$ 33,252	$ 30,322	$ 30,302	$ 111,244	$ 2,773	$ 96,649
Adjustments:							
Loss on impairment	-	-	-	15,320	15,320	-	15,320
Currency (gains) losses, net	-	68	4	77	149	-	149
Restructuring costs	6,256	1,158	415	764	8,593	168	2,505
Transaction expenses	484	848	1,134	5,934	8,400	8,046	15,962
Transaction bonus amounts	-	-	-	-	-	28,519	28,519
Officer loan expense	-	-	-	-	-	1,583	1,583
Acquisition-related expenses	-	-	5,622	-	5,622	-	5,622
Non-routine bad-debt expense	-	-	1,192	-	1,192	-	1,192
Other expense (income), net	88	(1,053)	(422)	(6,888)	(8,275)	(38)	(8,401)
Holdings selling, general, and adm. costs	5,549	1,967	1,617	(1,755)	7,378	246	2,075
Adjusted EBITDA	$ 29,745	$ 36,240	$ 39,884	$ 43,754	$ 149,623	$ 41,297	$ 161,175

TARGET HOSPITALITY

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