



DASEKE®

Hennessy Capital Acquisition Corp. II *Anticipated Merger with Daseke, Inc.*

Investor Presentation

December 2016

Important Disclaimers



Confidentiality

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Use of Projections

This presentation contains, and the proxy statement referred to below will contain, financial forecasts with respect to Daseke's projected revenues, Adjusted EBITDA, and net capital expenditures for Daseke's fiscal 2016 and 2017. Neither HCAC's independent auditors, nor the independent registered public accounting firm of Daseke, audited, reviewed, compiled, or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation and their anticipated inclusion in the proxy statement referred to below, and accordingly, neither of them expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this presentation or the proxy statement. These projections should not be relied upon as being necessarily indicative of future results. The proxy statement referred to below will contain a full description of the limitations associated with these forecasts.

In this presentation, certain of the above-mentioned projected information has been repeated (in each case, with an indication that the information is an estimate and is subject to the qualifications presented herein), for purposes of providing comparisons with historical data. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of HCAC, Daseke, or the combined company after completion of the proposed business combination, or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this presentation should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved.

Forward Looking Statements

This presentation includes "forward looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward looking statements may be identified by the use of words such as "forecast," "intend," "seek," "target," "anticipate," "believe," "expect," "estimate," "plan," "outlook," and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements include projected financial information. Such forward looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the businesses of HCAC, Daseke and the combined company after completion of the proposed business combination are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to: (1) the failure of the parties to consummate the transactions contemplated by the merger agreement relating to the proposed business combination (the "Merger Agreement"), including as a result of the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (2) the outcome of any legal proceedings that may be instituted against Daseke or HCAC arising from the announcement of the proposed business combination and transactions contemplated thereby; (3) the inability to complete the transactions contemplated by the proposed business combination due to the failure to obtain approval of the stockholders of HCAC, or the failure to satisfy other conditions to closing in the Merger Agreement; (4) the ability of the combined company to meet the Nasdaq Capital Market's listing standards, including having the requisite number of stockholders; (5) the risk that the proposed business combination disrupts current plans and operations as a result of the announcement and consummation of the transactions described herein; (6) the inability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, and the ability of the combined business to grow and manage growth profitably; (7) costs related to the business combination; (8) changes in applicable laws or regulations; (9) the possibility that Daseke or HCAC may be adversely affected by other economic, business, and/or competitive factors; and (10) other risks and uncertainties that will be indicated from time to time in the proxy statement referred to below, including those under "Risk Factors" therein, and other documents filed or to be filed with the Securities and Exchange Commission ("SEC") and delivered to HCAC's stockholders. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. HCAC and Daseke undertake no commitment to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. In most instances, where third party sources are identified in this presentation, the information has been derived by Daseke management from the source data.

Use of Non-GAAP Financial Measures

This presentation includes non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA Margin, and Free Cash Flow. Daseke defines Adjusted EBITDA as net income (loss) plus (i) depreciation and amortization, (ii) interest expense, including other fees and charges associated with indebtedness, net of interest income, (iii) income taxes, (iv) acquisition-related transaction expenses (including due diligence costs, legal, accounting and other advisory fees and costs, retention and severance payments and financing fees and expenses), (v) non-cash impairments, (vi) losses (gains) on sales of defective revenue equipment out of the normal replacement cycle, (vii) impairments related to defective revenue equipment sold out of the normal replacement cycle, (viii) initial public offering-related expenses (which offering Daseke is no longer pursuing as a result of the proposed business combination), and (ix) expenses related to the business combination and related transactions. Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by total revenues. Free Cash Flow is defined as Adjusted EBITDA less net capital expenditures (capital expenditures less proceeds from equipment sales). You can find the reconciliation of these measures to the nearest comparable GAAP measures elsewhere in this presentation. Except as otherwise noted, all references herein to full-year periods refer to Daseke's fiscal year, which ends on December 31. Daseke believes that these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to Daseke's financial condition and results of operations. Daseke's management uses these non-GAAP measures to compare Daseke's performance to that of prior periods for trend analyses and for budgeting and planning purposes.

Daseke believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends. Management of Daseke does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. We have not reconciled the non-GAAP forward looking information to their corresponding GAAP measures because we do not provide guidance for the various reconciling items such as provision for income taxes and depreciation and amortization, as certain items that impact these measures are out of our control or cannot be reasonably predicted without unreasonable efforts. You should review Daseke's audited financial statements, which will be included in HCAC's filings with the SEC, including the proxy statement to be delivered to HCAC's stockholders, and not rely on any single financial measure to evaluate Daseke's business.

Other companies may calculate Adjusted EBITDA, Adjusted EBITDA Margin, Free Cash Flow and other non-GAAP measures differently, and therefore Daseke's Adjusted EBITDA, Adjusted EBITDA Margin, and Free Cash Flow and other non-GAAP measures may not be directly comparable to similarly titled measures of other companies.

Additional Information

The proposed business combination will be submitted to stockholders of HCAC for their consideration. Stockholders are urged to read the proxy statement and any other relevant documents that will be filed with the SEC by HCAC when they become available because they will contain important information about HCAC, Daseke and the proposed business combination. Stockholders will be able to obtain a free copy of the proxy statement (when filed), as well as other filings containing information about HCAC, Daseke and the proposed business combination, without charge, at the SEC's website located at www.sec.gov or by directing a request to Nicholas Petruska, Chief Financial Officer, 700 Louisiana Street, Suite 900, Houston, Texas 77002, (713) 300-8242.

Participants in the Solicitation

HCAC and its directors and executive officers and other persons may be deemed to be participants in the solicitations of proxies from HCAC's stockholders in respect of the proposed business combination and the other matters set forth in the definitive proxy statement. Information regarding HCAC's directors and executive officers is available under the heading "Directors, Executive Officers and Corporate Governance" in its definitive proxy statement for its 2016 Annual Meeting of Stockholders dated November 22, 2016 filed with the SEC on November 22, 2016. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement relating to the proposed business combination when it becomes available.

Leading Investment & Consolidation Team



Daniel Hennessy
Chairman & CEO



Kevin Charlton
President, COO,
& Director



- 40+ years investing in U.S. industrial businesses
- Brought Blue Bird Corporation public in 2015; share price up 66% in less than two years⁽¹⁾
- Expected to be actively involved on the Board of Daseke post-merger

Don Daseke
Chairman, President,
& CEO



Scott Wheeler
Executive Vice
President & CFO



- “We Invest in People” Vision
- Proven consolidation track record
- Unique market opportunity

(1) As of December 21, 2016.

Executive Summary



Transaction Overview

- Hennessy Capital Acquisition Corp. II (“HCAC”) is expected to merge with Daseke, Inc. (“Daseke” or the “Company”)
 - HCAC stockholders are expected to own ~26% of the combined company⁽¹⁾
 - Daseke management not selling any stock and is expected to own ~50% of the public entity at close⁽²⁾
- Daseke is one of the fastest-growing U.S. trucking companies,⁽³⁾ having acquired and integrated nine companies since 2008
- Daseke is the largest owner of open deck equipment⁽⁴⁾ and second largest provider⁽⁵⁾ of open deck transportation and logistics solutions in North America
- Transaction announced on December 22, 2016 and is anticipated to close in Q1 2017
- Post merger, Daseke expected to be listed on NASDAQ under the ticker DSKE

Transaction Rationale

- Daseke is merging with HCAC to access more efficient capital and provide currency for its consolidation strategy
- Management has an identified near-term pipeline of potential acquisition targets representing in the aggregate \$643 million in revenue and \$100 million in Adjusted EBITDA that would double the size of the existing business in three years⁽⁶⁾ ⁽⁷⁾
- All capital committed as of transaction announcement to complete anticipated 2017 acquisitions⁽⁷⁾

Consideration

- Transaction implies enterprise value of \$702 million⁽¹⁾
 - 7.9x FY 2016E Adjusted EBITDA of \$89 million⁽⁸⁾
 - 7.0x FY 2017E Adjusted EBITDA of \$100 million⁽⁸⁾

Management & Board

- Don Daseke, Chairman, President and CEO of Daseke, and other members of the Daseke management team to continue to run the business
- Daniel Hennessy and Kevin Charlton to join the Board of Directors of Daseke

(1) Please reference Slide 4 for additional details.

(2) Does not give effect to the payout of 15 million potential earnout shares and assumes no exercise of outstanding warrants and redemptions of ~67% of outstanding HCAC public shares.

(3) Of the largest 50 U.S. trucking companies in 2015, according to Journal of Commerce, April 2016.

(4) CCJ Top 250, September 2016.

(5) Measured by revenue, according to Transport Topics 2016 Top 100 For-Hire Carriers.

(6) Based on latest available financials for 12-month period provided by potential acquisition targets.

(7) Any acquisitions will be dependent on, among other things, due diligence results and Daseke may not complete any acquisitions in its pipeline.

(8) Represents midpoint of 2016E and 2017E Adjusted EBITDA ranges of \$88 - \$89 million and \$95 - \$104 million, respectively.

Transaction Overview



Estimated Sources

(\$ in millions)		
Cash from HCAC Trust ⁽¹⁾	\$	65
Convertible Preferred		65
New Term Loan		250
Stock Consideration ⁽²⁾		236
Assumed Daseke Equipment Loans and Real Estate Debt		45
\$70 Million ABL Revolver (Undrawn at Close)		-
Existing Daseke Balance Sheet Cash		5
Total Estimated Sources	\$	666

Pro Forma Ownership⁽³⁾

(Shares in millions)		
	<u>Shares</u>	<u>%</u>
Existing Daseke Stockholders ⁽⁴⁾	25.9	74%
HCAC Public Stockholders	6.5	18%
HCAC Founders	2.7	8%
Pro Forma Outstanding Shares	35.1	100%

Estimated Uses

(\$ in millions)		
Stock Consideration ⁽²⁾	\$	236
Assumed Daseke Equipment Loans and Real Estate Debt		45
Refinance Existing Daseke Debt		311
Transaction Fees & Expenses (HCAC and Daseke)		30
Cash to Balance Sheet		9
Repurchase of Main Street and Prudential Shares		35
Total Estimated Uses	\$	666

Pro Forma Capitalization⁽³⁾

(\$ in millions)		
	<u>\$</u>	<u>x 2016E</u> <u>Adj. EBITDA</u>
Balance Sheet Cash	9	
New Term Loan	250	2.8x
Assumed Equipment Loans & Real Estate Debt	45	0.5x
Total Debt	295	3.3x
Net Debt⁽⁵⁾	286	3.2x
Market Capitalization	\$ 351	
Net Debt	286	
Convertible Preferred (If Not Converted)	65	
Pro Forma Enterprise Value	\$ 702	7.9x

(1) Based on cash in trust account at September 30, 2016 less \$0.1 million withdrawn in October 2016 for taxes and working capital purposes and assumes ~67% redemptions.

(2) Estimated based on Daseke debt and cash as of September 2016. Final amount will be based on Daseke's balance sheet as of the closing date.

(3) Based on estimated 35.1 million pro forma outstanding shares of HCAC common stock, estimated market value of \$10.00/share and ~67% redemptions. Pro forma outstanding shares does not give effect to the payout of 15 million potential earnout shares and assumes no exercise of outstanding warrants (35 million warrants to purchase half a share of HCAC common stock at \$5.75 or 17.5 million at \$11.50 on a share equivalent basis).

(4) Includes approximately 2.3 million founder shares being transferred from the Sponsor to the existing Daseke stockholders at close.

(5) Net Debt is defined as Total Debt less cash.



Daseke is merging with HCAC to access more efficient capital and provide currency for its consolidation strategy

Compelling Opportunity

- 1 • **Fragmentation:** A highly fragmented \$133 billion market expected in 2016⁽¹⁾
- 2 • **Scale:** Scaled carriers offer significant advantages over the competition
- 3 • **Regulations:** ELDs expected to reduce industry capacity by a net equivalent of ~110k trucks⁽¹⁾

Exceptional Growth

- 4 • **Proven Track Record:** Revenue grew from \$30 million in 2009 to \$655 million in 2016E⁽²⁾
- 5 • **Track Record of Organic Growth:** ~20% organic Adjusted EBITDA growth post acquisition⁽³⁾
- 6 • **Acquisition Pipeline:** \$100 million in Adjusted EBITDA, which would double the size of Daseke within 3 years

(1) Source: FTR Associates, Inc. ("FTR").

(2) Represents midpoint of 2016E revenue range of \$650-\$660 million.

(3) Represents simple average of Adjusted EBITDA growth achieved at the companies acquired by Daseke (other than Smokey Point, for which Adjusted EBITDA with a sufficient level of reliability is not available for the year prior to its acquisition by Daseke) based on the companies' Adjusted EBITDA for the year prior to Daseke's acquisition as compared to the companies' Adjusted EBITDA for the second year following Daseke's acquisition. Growth achieved at Hornady Transportation and Bulldog Hiway Express, which were acquired in 2015, were calculated based on projected Adjusted EBITDA for 2016. Including Smokey Point's Adjusted EBITDA growth from the first year after its acquisition by Daseke to the second year, the growth rate of the acquired companies' Adjusted EBITDA would have been 21.5%.

BUILDING NORTH AMERICA'S PREMIER Open Deck Transportation & Logistics Provider



Why Consolidate The Open Deck Transportation Market



What is Open Deck



Flatbed



Step Deck



Over Dimensional



Super Heavy Haul



High Value Customized



RGN



Traditional Dry Van



Refrigerated Truck

Market Overview

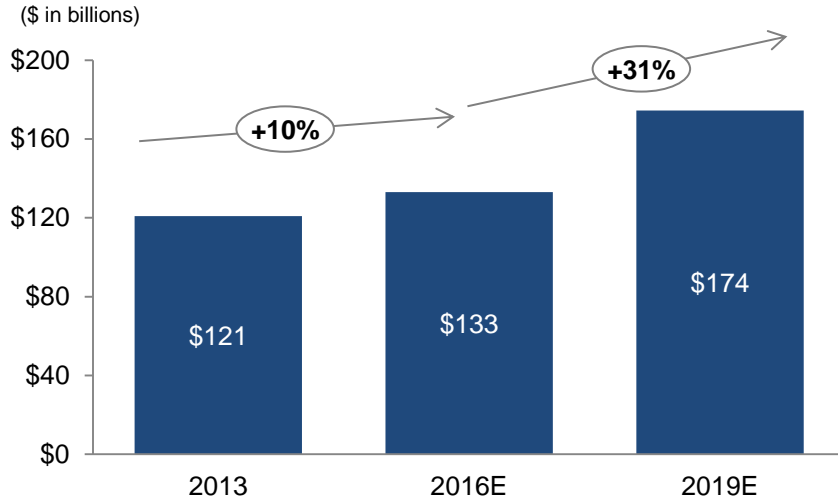
- 1 Highly fragmented \$133 billion market expected in 2016⁽¹⁾
- 2 Scale matters
 - Customer demands
 - Operations
 - Capital requirements
 - Regulatory compliance
- 3 Capacity restricting regulations
 - Electronic logging devices (ELDs)
 - Speed limiters

(1) Source: FTR.

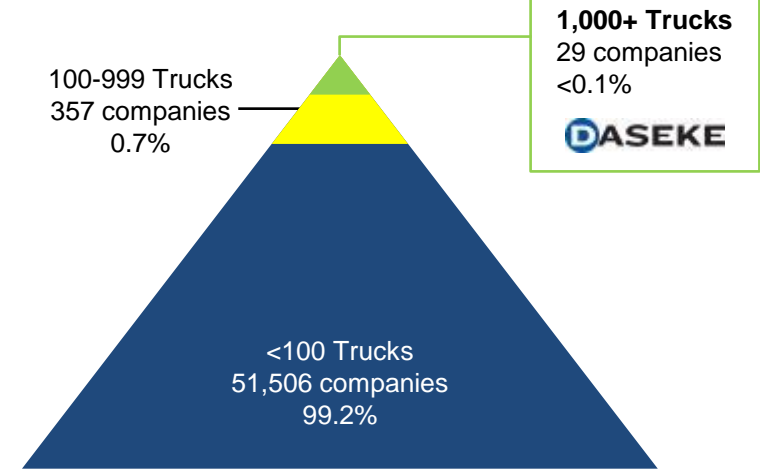
1 Highly Fragmented \$133 Billion Market



U.S. Open Deck Freight Market⁽¹⁾



Open Deck Primarily Served by Sub-Scale Companies⁽¹⁾



Largest Pure-Play Open Deck Carrier⁽²⁾

(2015 Revenue, \$ in millions)



(1) Source: FTR.

(2) Source: Transport Topics 2016 Top 100 For-Hire Carriers.

(3) Daseke's 2015 revenue figure per Company audit.



2 Scale Matters



- Scaled carriers are well-positioned to meet the evolving market demands
- Daseke's ability to leverage its scale provides significant advantages over the competition

Advantages of Scale

Customer Demands

- National customers want to work with national carriers (vendor consolidation)
- Large insurance liability coverage (unavailable to smaller carriers)
- Customers expect carriers to have sophisticated technology systems
- National sales presence

Regulatory Compliance

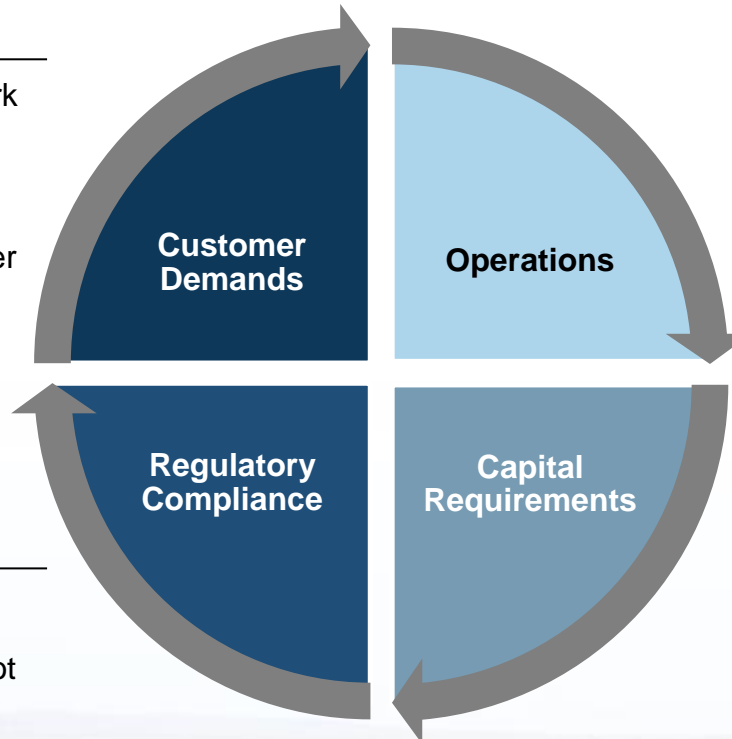
- Daseke already has strong compliance practices; challenging for those who do not
- Better prepared with capital, people and processes to deal with increasing safety and environmental regulations

Operations

- More attractive acquirer
- Greater capacity and higher service levels
- Stronger purchasing power

Capital Requirements

- Small carriers are challenged by personal guarantees and heavy customer concentrations
- More favorable terms for capital
- Access to public markets



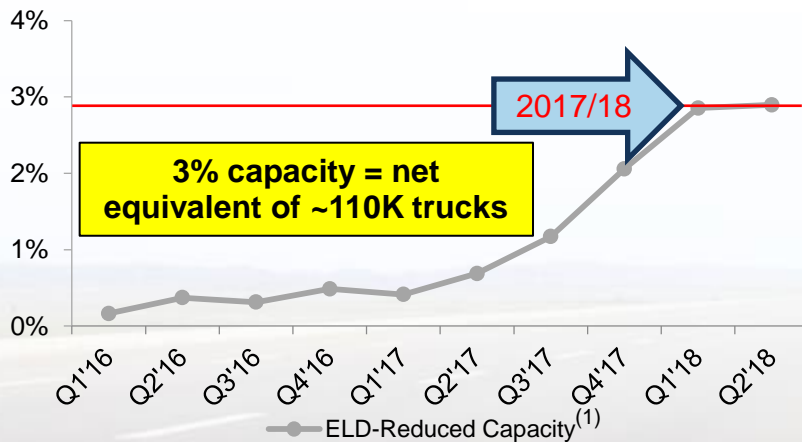
3 Capacity Restricting Regulations



Increasing Regulatory Burden; Daseke Already Compliant

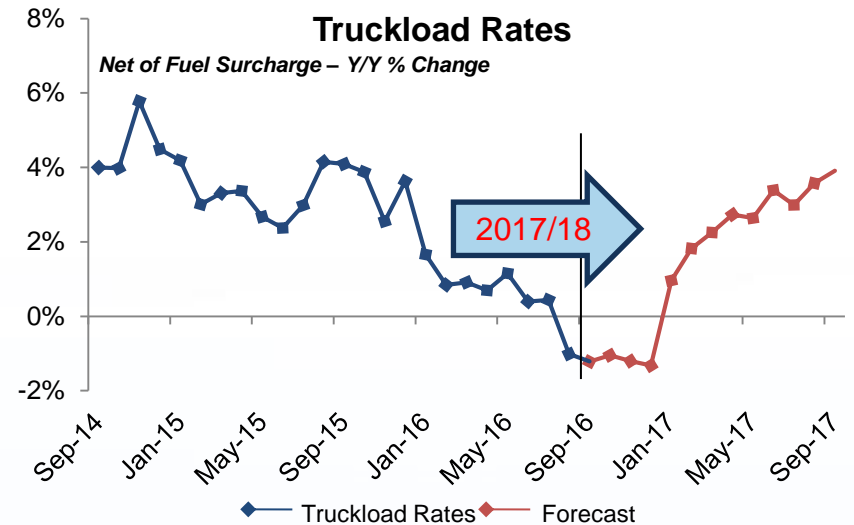
<p>Electronic Log Devices (ELDs)</p> <p>December 2017</p>	<ul style="list-style-type: none"> ○ ELDs track Hours of Service (HOS) compliance ○ ELDs will be federally mandated as of December 2017 ✓ Daseke has integrated ELDs into its national platform
<p>Speed Limiters</p> <p>Proposal</p>	<ul style="list-style-type: none"> ○ Proposal to equip trucks with devices that limit their speeds on U.S. roadways ○ -1 MPH = ~67,000 trucks removed from capacity ✓ Majority of Daseke's fleet is already equipped with self imposed speed limiters

3% of All Capacity Will be Reduced by ELDs by Q1 2018



Sources: FTR, American Trucking Associations.
 (1) Combination of industry-wide lower utilization and company closures.

Rates Expected to Rise



Why Daseke Is the Right Consolidator



- One of the fastest-growing U.S. trucking companies,⁽¹⁾ having acquired and integrated 9 companies since 2008
- Largest owner of open deck equipment⁽²⁾ and second largest provider⁽³⁾ of open deck transportation and logistics solutions in North America
- Open deck fleet of ~3,000 tractors and ~6,000 trailers
- Offers services across the U.S., Canada, and Mexico
- ~3,000 non-union employees
- ~247 million miles driven in 2015⁽⁴⁾
- 40+ terminals
- \$100 million liability insurance coverage

Why Daseke

- 1 High growth, proven track record of acquisition & integration
- 2 Highly accretive acquisition pipeline
- 3 Track record of organic growth post acquisition
- 4 Blue chip customer base
- 5 Well-diversified end-markets
- 6 Comprehensive North American terminal footprint
- 7 “Asset Right” operating model

(1) Of the largest 50 U.S. trucking companies in 2015, according to Journal of Commerce, April 2016.

(2) CCJ Top 250, September 2016.

(3) Measured by revenue, according to Transport Topics 2016 Top 100 For-Hire Carriers.

(4) Reflects miles driven by company and owner-operator drivers and is pro forma for the acquisition of Bulldog Hiway Express and Hornady Transportation.



1 High Growth, Proven Track Record of Acquisition & Integration



Don Daseke
Chairman, President,
and CEO

 Ernst & Young
Entrepreneur
Of The Year®
for the Southwest Region

- Founded Daseke in 2008
- Founder and Former Chairman and CEO of Walden Residential Properties, a publicly-traded (NYSE) Real Estate Investment Trust
- Certified Public Accountant



Scott Wheeler
Executive Vice President
and CFO

 CFO
OF THE
YEAR

- Joined Daseke in 2012
- Former CFO for OneSource Virtual, Inc.
- Former Managing Director of VCFO
- Former CFO of Malibu Entertainment Worldwide, a publicly-traded location-based entertainment company (AMEX)

Experienced Board of Directors

Name	Daseke Role	Executive Experience	Years of Business Experience
Don Daseke	Chairman	Chairman, President and CEO, Daseke Inc.	52
Ron Gafford	Independent Director	Former CEO, Austin Industries	40
Brian Bonner	Independent Director	Former CIO, Texas Instruments	35
Scott Wheeler	Director	EVP and CFO, Daseke Inc.	32
Mark Sinclair ⁽¹⁾	Independent Director	Partner, Whitley Penn, CPA, CMA	46
Daniel Hennessy ⁽²⁾	Vice Chairman	Chairman and CEO, HCAC	35
Kevin Charlton ⁽²⁾	Independent Director	President and COO, HCAC	21

Operating Division Presidents have an average of 28 years of experience at their companies

(1) Joining the Board effective as of 1/1/2017.
(2) Joining the Board at closing of the business combination.

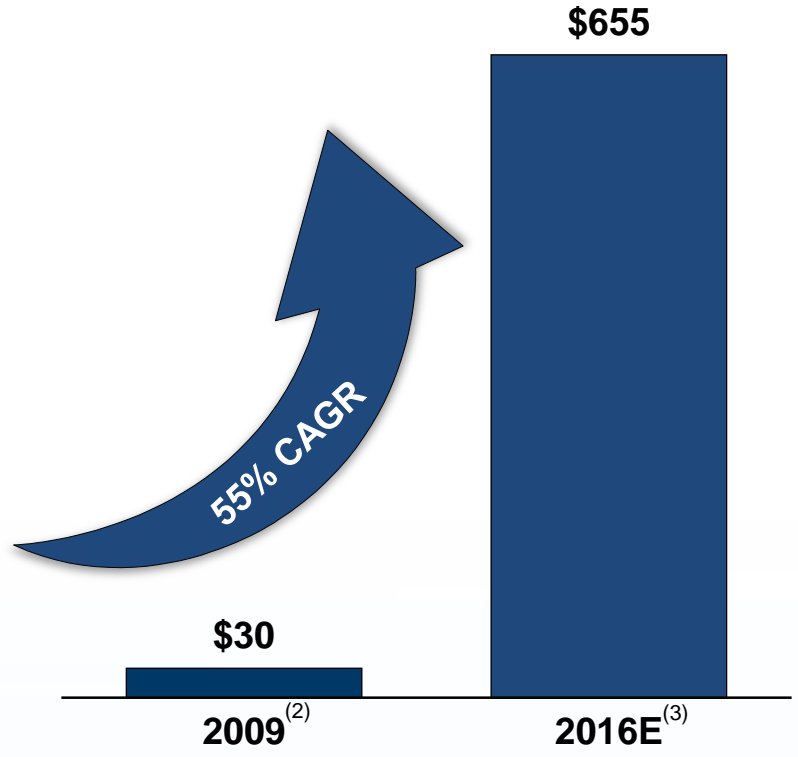


1 High Growth, Proven Track Record of Acquisition & Integration (cont.)



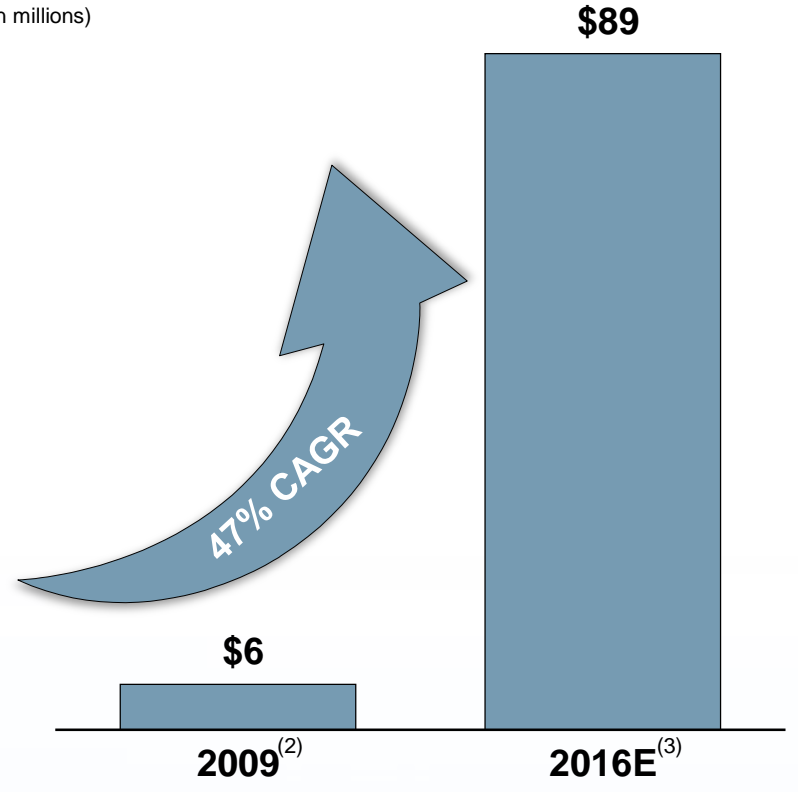
Revenue

(\$ in millions)



Adjusted EBITDA⁽¹⁾

(\$ in millions)



Smokey Point

- Acquired in 2008
- Est. 1979

E.W. Wylie

- Acquired in 2011
- Est. 1938

J. Grady Randolph

- Acquired in 2013
- Est. 1935

Central Oregon

- Acquired in 2013
- Est. 1992

Boyd Bros. & WTI

- Acquired in 2013
- Est. 1956/1989

Lone Star

- Acquired in 2014
- Est. 1988

Bulldog

- Acquired in 2015
- Est. 1959

Hornady

- Acquired in 2015
- Est. 1928

(1) See Appendix for a reconciliation of Adjusted EBITDA to net income (loss).
 (2) Daseke's operations commenced January 1, 2009.
 (3) Represents midpoint of 2016E revenue and Adjusted EBITDA ranges of \$650 - \$660 million and \$88 - \$89 million, respectively.



1 High Growth, Proven Track Record of Acquisition & Integration (cont.)



Low Risk Consolidation Strategy

- Acquire “not for sale” carriers recognized as leaders in the open deck industry
- Prior acquisitions at average multiple of 4.9x of TTM Adjusted EBITDA⁽¹⁾

Target Criteria

- Open deck
- \$40 - \$200 million in revenues
- Top tier safety scores
- Cultural fit
- Long-term customer relationships
- Additive customer base
- Experienced management teams looking to stay with operating company
- Long-term proven track record of financial performance

Integration Opportunities

- Freight management system
- Purchasing consolidation
- Sales
- Insurance
- Accounting control
- Capital expenditures
- Financing
- Collaboration
- KPI analytics

Smokey Point	E.W. Wylie	J.Grady Randolph	Central Oregon	Boyd Bros. & WTI	Lone Star	Bulldog	Hornady
							
<ul style="list-style-type: none"> • Acquired in 2008 • Est. 1979 	<ul style="list-style-type: none"> • Acquired in 2011 • Est. 1938 	<ul style="list-style-type: none"> • Acquired in 2013 • Est. 1935 	<ul style="list-style-type: none"> • Acquired in 2013 • Est. 1992 	<ul style="list-style-type: none"> • Acquired in 2013 • Est. 1956/1989 	<ul style="list-style-type: none"> • Acquired in 2014 • Est. 1988 	<ul style="list-style-type: none"> • Acquired in 2015 • Est. 1959 	<ul style="list-style-type: none"> • Acquired in 2015 • Est. 1928

(1) This multiple has been calculated using the acquired companies' Adjusted EBITDA for the trailing 12 months prior to Daseke's acquisition, excluding Smokey Point, for which Adjusted EBITDA with a sufficient level of reliability is not available for such period. Using Smokey Point's Adjusted EBITDA for the first year after its acquisition by Daseke for such calculation would have resulted in the same multiple of 4.9x.

2 Highly Accretive Acquisition Pipeline



Actionable Acquisition Pipeline⁽¹⁾

(\$ in millions)

<u>Target</u>	<u>Revenue⁽²⁾</u>	<u>Adjusted EBITDA⁽²⁾</u>
A	\$80	\$11
B	60	5
C	38	2
D	75	18
E	95	13
F	75	7
G	80	20
H	50	7
I	90	17
Total	\$643	\$100

New to Daseke



Geography

- Midwest
- Northeast
- Canada / Northern U.S.



End-Market

- Defense



Unique Capabilities

- Industrial Warehousing
- Short Haul
- Lightweight Operations



\$100 million Adjusted EBITDA would double the size of Daseke within 3 years

- Total acquisition pipeline includes 24 companies under NDA

(1) Any acquisitions will be dependent on, among other things, due diligence results and Daseke may not complete any acquisitions in its pipeline.

(2) Based on latest available financials for 12-month period provided by potential acquisition targets.

3 Track Record of Organic Growth Post Acquisition



Organic Growth within 24 Months Post Acquisition⁽¹⁾

~20%



Adjusted EBITDA
Growth

- Rate optimization
- Customer extension across the platform
- Consolidated purchasing
- Sharing of best practices

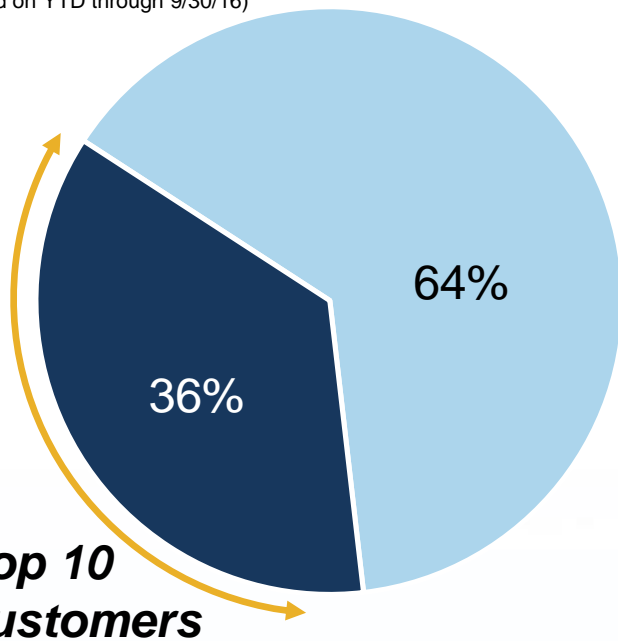
⁽¹⁾ Represents simple average of Adjusted EBITDA growth achieved at the companies acquired by Daseke (other than Smokey Point, for which Adjusted EBITDA with a sufficient level of reliability is not available for the year prior to its acquisition by Daseke) based on the companies' Adjusted EBITDA for the year prior to Daseke's acquisition as compared to the companies' Adjusted EBITDA for the second year following Daseke's acquisition. Growth achieved at Hornady Transportation and Bulldog Hiway Express, which were acquired in 2015, were calculated based on projected Adjusted EBITDA for 2016. Including Smokey Point's Adjusted EBITDA growth from the first year after its acquisition by Daseke to the second year, the growth rate of the acquired companies' Adjusted EBITDA would have been 21.5%.

4 Blue Chip Customer Base



Revenue by Customer

(Based on YTD through 9/30/16)



Top 10 customers

- No single customer accounted for greater than 8% of total revenues
- Approximately 95% direct customer relationships
- Top 10 customer relationships average over 20 years

Top 10 Customers

(Based on YTD through 9/30/16)

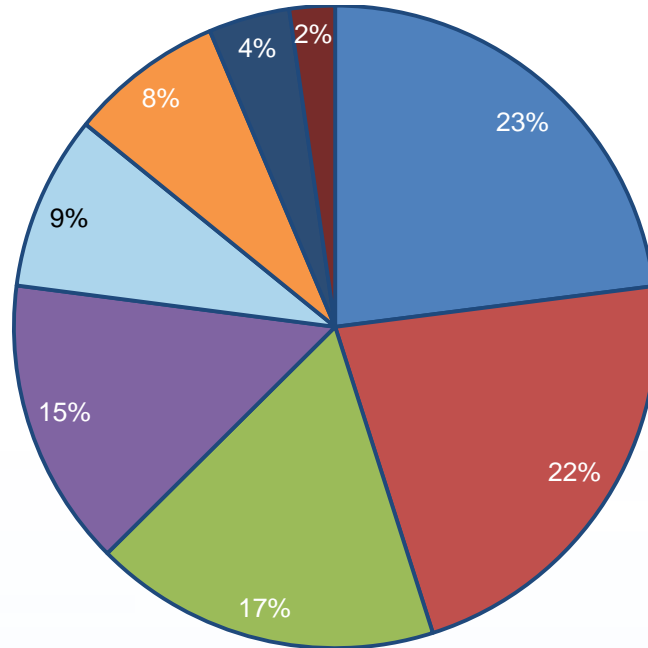
	Customer	Years of relationship
1	 BOEING	18
2	 CATERPILLAR	16
3	 Vestas	21
4	 GE	11
5	 NUCOR	21
6	 GP Georgia-Pacific	36
7	 METROMONT	60
8	 USG	31
9	 CORNING	21
10	 Gamesa	7

5 Well-Diversified End-Markets



Revenue by End-Market

(Based on YTD through 9/30/16)



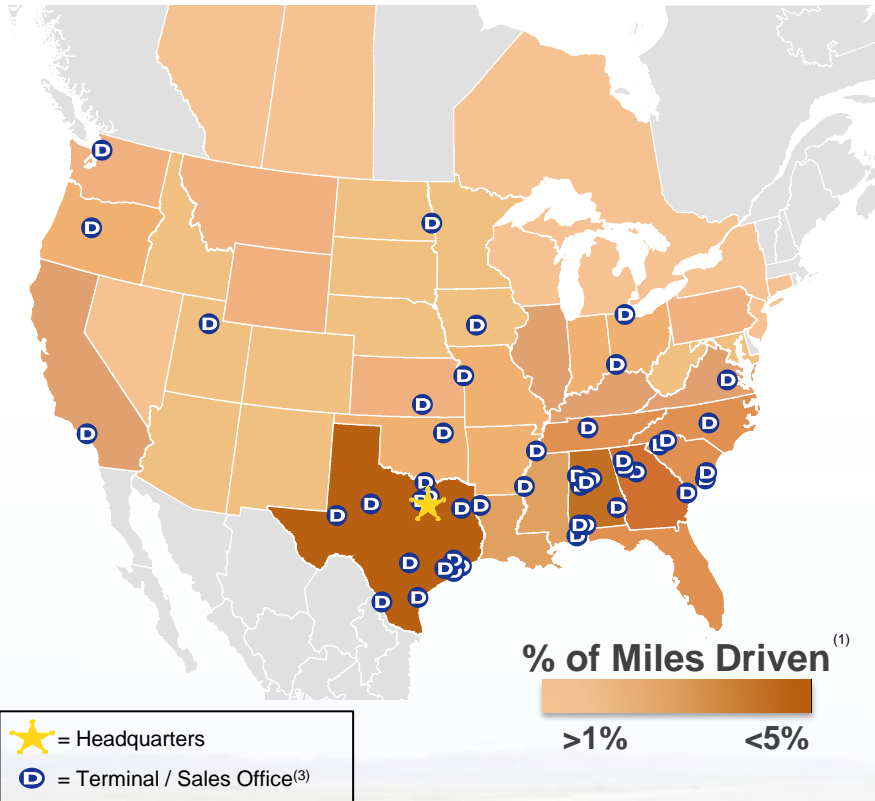
- Metals
- Aircraft Parts
- Heavy Equipment & Energy
- Lumber
- Building Materials
- Concrete Products
- Other
- PVC Products

Key Clients by End-Market

Aircraft Parts	
Building Materials	
Concrete Products	
Heavy Equipment & Energy	
Lumber	
Metals	
Other	
PVC Products	



6 Comprehensive North American Terminal Footprint



Pure Play Open Deck Infrastructure

- The Daseke Advantage: “A national footprint drives superior local execution”
- 9 open deck operations (and growing)
- ~247 million miles driven in 2015⁽²⁾
- 40+ terminals
- Servicing ~4,500 customers across U.S., Canada, and Mexico

(1) Daseke tractors do not go into Mexico, only trailers and freight. Tractors supplied by Mexican carrier partners.

(2) Reflects miles driven by company and owner-operator drivers and is pro forma for the acquisition of Bulldog Hiway Express and Hornady Transportation.

(3) Daseke locations may have more than one terminal or sales office per location.

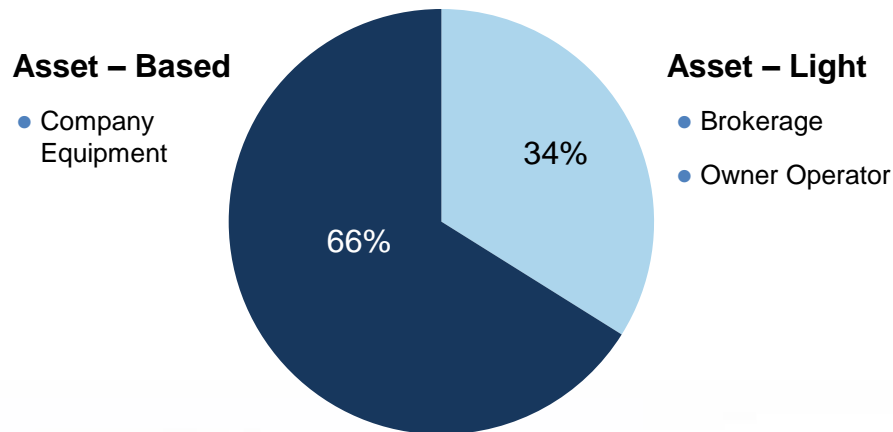
7 “Asset Right” Operating Model



Maximizes scale, growth, flexibility, and profitability

Current Mix

(Based on YTD freight and brokerage revenue through 9/30/16)



Advantages of Daseke’s “Asset Right” Model

Asset – Based Advantages

- Consistency in service levels
- Control over equipment quality and availability
- Higher margin business

Asset – Light Advantages

- Ability to expand capacity with minimal incremental investment
- Lowers fixed costs and increases returns on invested capital
- Increased flexibility in managing demand fluctuations
- Ability to extend services to non-core lanes and geographies

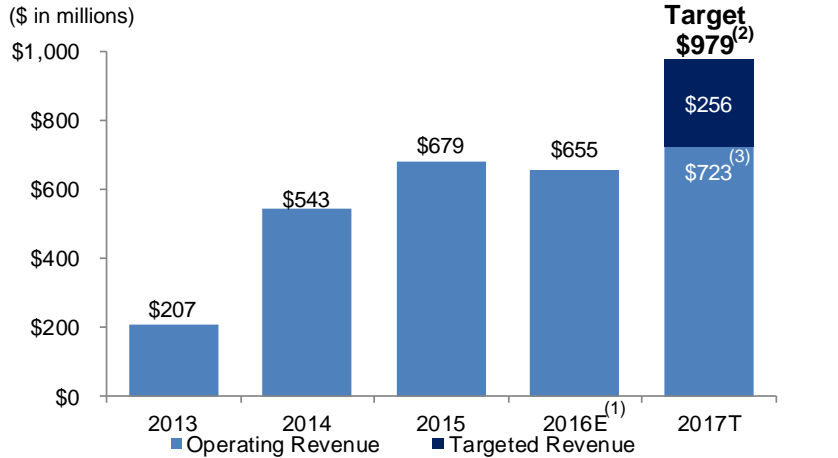


	<u>2016</u>	<u>2017→</u>
Acquisitions	—	+
Industry Capacity	—	+
Industrial Production	—	+
Fuel Surcharge	—	+
New Government Regulations	—	+
Collaboration & Best Practices	+	+
Operating Synergies	+	+

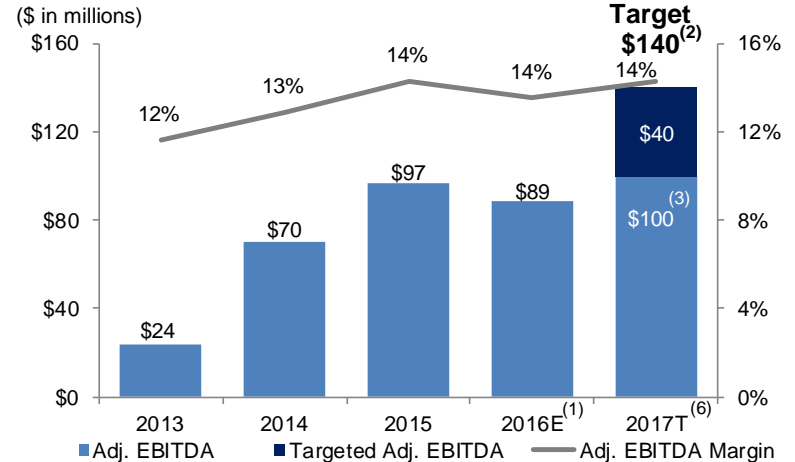
Key Metrics & Financials



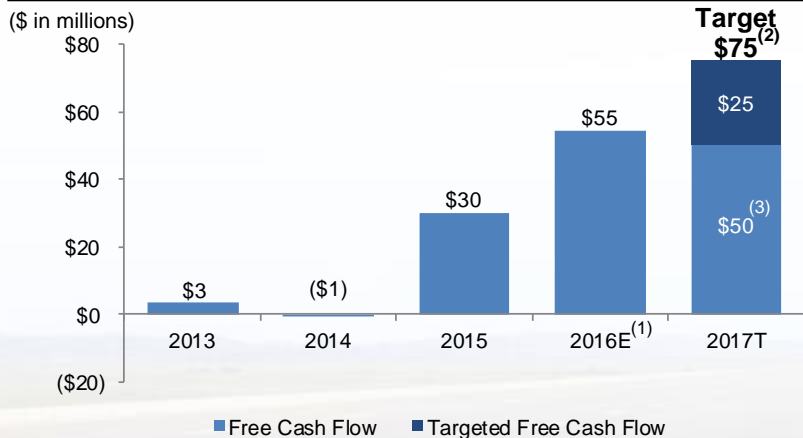
Revenue



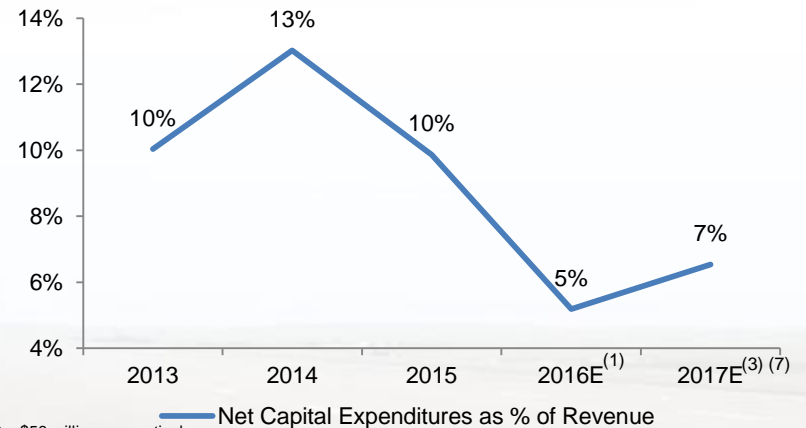
Adjusted EBITDA⁽⁵⁾



Free Cash Flow⁽⁴⁾⁽⁵⁾



Net Capital Expenditures as a % of Revenue



- (1) Represents midpoint of 2016E revenue, Adjusted EBITDA, and Free Cash Flow ranges of \$650 - \$660 million, \$88 - \$89 million, and \$53 - \$56 million, respectively.
 (2) Targets based on annualized run rate, including planned 2017 acquisitions, which is also aligned with earnout target.
 (3) Represents midpoint of 2017E revenue, Adjusted EBITDA and Free Cash Flow ranges of \$713 - \$733 million, \$95 - \$104 million and \$45 - \$54 million, respectively.
 (4) Free Cash Flow defined as Adjusted EBITDA less net capital expenditures (capital expenditures less proceeds from equipment sales).
 (5) See Appendix for a reconciliation of Adjusted EBITDA and Free Cash Flow to net income (loss).
 (6) Adjusted EBITDA Margin is expected to be 14% on a standalone basis (i.e., without giving effect to any planned acquisitions).
 (7) 2017 Net Capital Expenditures / Revenue is expected to be 7% on a standalone basis (i.e., without giving effect to any planned acquisitions).



Daseke management expected to own ~50% of the combined company⁽¹⁾

Daseke management is not selling stock as a part of the transaction

Don Daseke has agreed to a 3 year lockup⁽²⁾

Daseke's management team has been incentivized with an earnout structure to further align interests with stockholders

(1) Does not give effect to the payout of 15 million potential earnout shares and assumes no exercise of outstanding warrants and redemptions of ~67% of outstanding HCAC public shares.

(2) Mr. Daseke intends to donate shares to certain educational institutions or charitable organizations and accordingly 10% of Mr. Daseke's shares will not be subject to the three-year lock-up but will instead be subject to a trailing 180-day lock-up in the event of such donation.



Daseke and public stockholders will be fully aligned through a unique earnout structure focused on Adjusted EBITDA growth and share price performance

- Existing Daseke stockholders, including Daseke’s management team, will be eligible to receive up to 15 million shares of common stock based on the achievement of both (i) established Adjusted EBITDA targets and (ii) future share price targets

Earnout Structure			
Year	Stock Award	Annualized Adjusted EBITDA Target ⁽¹⁾	Stock Price Target ⁽²⁾
2017	Up to 5 million shares	\$140 million	\$12.00
2018	Up to 5 million shares	\$170 million	\$14.00
2019	Up to 5 million shares	\$200 million	\$16.00

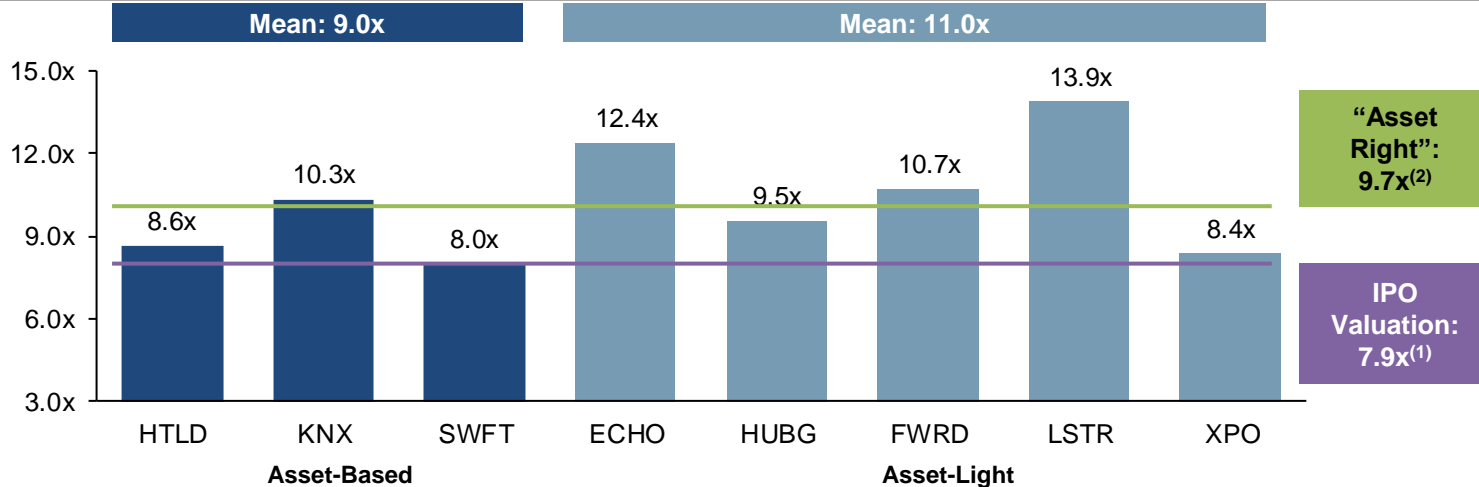
(1) Earnout begins at >90% of target and increases pro rata up to the full 5 million shares at the target. For example, if \$133 million annualized Adjusted EBITDA (giving effect to acquisitions during 2017) is achieved for fiscal year 2017, and the Stock Price Target is achieved during the year, 2.5 million shares would be issued in the earnout for 2017. For purposes of the earnout, “Annualized Adjusted EBITDA (giving effect to acquisitions)” is defined as consolidated net income (loss) of Daseke for the applicable year, plus consolidated net income of any business acquired by Daseke during such year for the period beginning on January 1 of such year and ending on the date of such acquisition, plus, in each case: (i) depreciation and amortization, (ii) interest expense, including other fees and charges associated with indebtedness, net of interest income, (iii) income taxes, (iv) acquisition-related transaction expenses, (v) non-cash impairments, (vi) losses (gains) on sales of defective revenue equipment out of the normal replacement cycle, (vii) impairments related to defective revenue equipment sold out of the normal replacement cycle, (viii) expenses related to the merger and related transaction, (ix) non-cash stock and equity compensation expense, and (x) costs paid or incurred in connection with being a public company. In addition, as a one-time only adjustment for purposes of calculating 2017 Adjusted EBITDA, up to \$4.2 million of the 2017 equipment rental expenses of one of the businesses acquired during 2017 will be added to net income (loss).

(2) For any 20 trading days within any consecutive 30 trading day period during such fiscal year.

Public Company Valuation Benchmarking



EV / 2016E Adjusted EBITDA



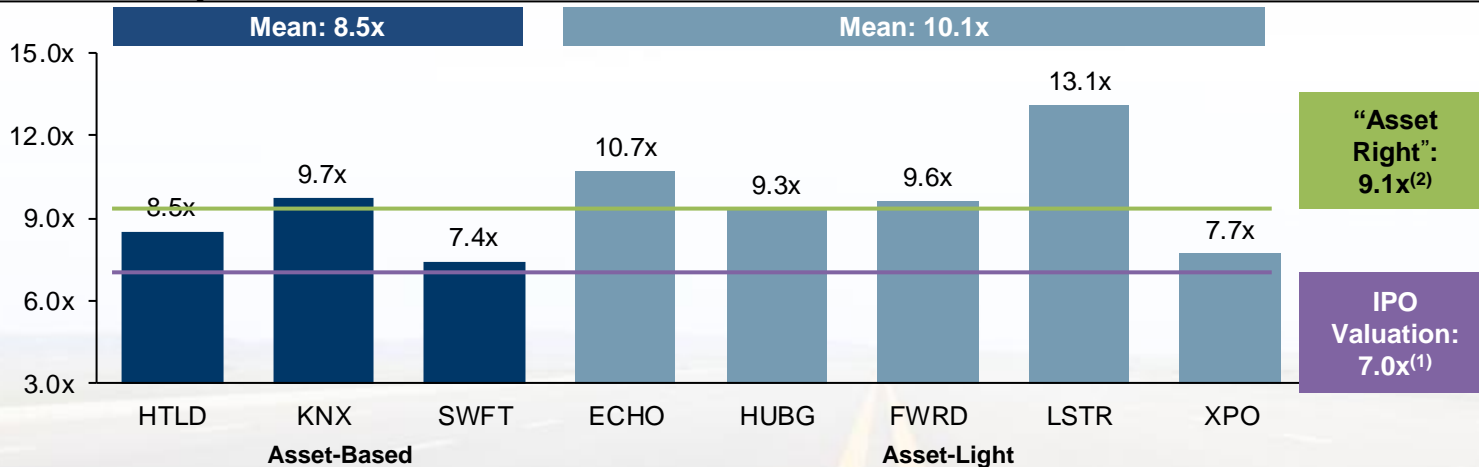
"Asset Right" Mix

(Based on Daseke YTD freight and brokerage revenue through 9/30/16)

Asset-Based:
66%

Asset-Light:
34%

EV / 2017E Adjusted EBITDA



Public company valuations as of 12/21/2016.

Sources: SEC filings, Capital IQ.

(1) Please reference Slide 4 for additional details.

(2) "Asset Right" valuation based on weighted average of public company comparables employing 66% asset-based / 34% asset-light proration.

Appendix: Reconciliation of Net Income to Adjusted EBITDA and Free Cash Flow



Adjusted EBITDA & Free Cash Flow Reconciliation

(\$ in thousands)

	Year Ended December 31,			
	<u>2009</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
Net income (loss)	\$ (381)	\$ (2,976)	\$ 1,300	\$ 3,263
Depreciation and amortization	4,132	18,666	48,575	63,573
Interest income	-	(101)	(73)	(69)
Interest expense	2,751	6,402	15,978	20,602
Provision for income taxes	(47)	99	1,784	7,463
Acquisition-related transaction expenses	-	1,815	944	1,192
Impairment of intermodal equipment	-	-	1,838	-
Withdrawn initial public offering-related expenses	-	-	-	1,280
Adjusted EBITDA	\$ 6,455	\$ 23,905	\$ 70,346	\$ 97,304
Net capital expenditures		20,725	70,678	66,969
Free Cash Flow		\$ 3,180	\$ (332)	\$ 30,335

Appendix: Indicative Senior Debt Term Sheet



Base Facility:	<ul style="list-style-type: none"> • \$250 million term loan funded at close and \$70 million ABL revolver (undrawn at close)⁽¹⁾
Acquisition Facilities:	<ul style="list-style-type: none"> • \$100 million delayed draw term loan⁽²⁾ • Unlimited accordion facility subject to 3.5x pro forma leverage (0.75x Free and Clear Basket)
Interest rate:	<ul style="list-style-type: none"> • L + 500 bps (LIBOR floor of 1.00%)
Tenor:	<ul style="list-style-type: none"> • 7 years
Assumed corporate credit ratings:	<ul style="list-style-type: none"> • B+ / B1
Amortization:	<ul style="list-style-type: none"> • Scheduled amortization of 1% per annum, balance due at maturity
Call protection:	<ul style="list-style-type: none"> • 101 soft call repricing protection for 6 months
Covenants:	<ul style="list-style-type: none"> • Net leverage with a 25 – 30% cushion to plan

(1) Subject to its own terms that are not presented on this page.

(2) The ticking fees on the delayed draw term loan for 30, 31-60, and 61 or more days are zero, half the spread, and the full spread and floor, respectively.