

**ASHTEAD CAPITAL, INC.**

**NOTICE OF GUARANTEED DELIVERY**

**Pursuant to Offer to Purchase for Cash  
Any and All of its**

**5.625% Second Priority Senior Secured Notes due 2024**

**ISIN Nos. US045054AC71 (Rule 144 Series) and USU04503AB12 (Regulation S Series)**

**CUSIP Nos. 045054AC7 (Rule 144 Series) and U04503AB1 (Regulation S Series)**

**dated October 28, 2019**

**The Offer will expire at 5:00 p.m., New York City time, on November 1, 2019, unless extended or earlier terminated (such date and time, as the same may be extended with respect to the Offer, the "Expiration Time"). Holders of Notes must validly tender their Notes and not validly withdraw their Notes on or before the Expiration Time in order to be eligible to receive the Total Consideration.**

*The Depository for the Offer is:*

Global Bondholder Services Corporation  
65 Broadway – Suite 404  
New York, New York 10006

By facsimile:

(For Eligible Institutions only):  
(212) 430-3775/3779

Confirmation:

(212) 430-3774

*The Information Agent for the Offer is:*

Global Bondholder Services Corporation  
65 Broadway – Suite 404  
New York, New York 10006  
Attn: Corporate Actions

Banks and Brokers Call: (212) 430-3774

All Others Call Toll-Free: (866) 794-2200

**DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE, OR TRANSMISSION OF INSTRUCTIONS VIA A FAX NUMBER OTHER THAN AS LISTED ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY. THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY, AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY, INCLUDING DELIVERY THROUGH DTC AND ANY ACCEPTANCE OR AGENT'S MESSAGE DELIVERED THROUGH ATOP (AS DEFINED BELOW), IS AT THE ELECTION AND RISK OF HOLDERS.**

This Notice of Guaranteed Delivery is being provided in connection with the offer by Ashtead Capital, Inc., a Delaware corporation (the "Company"), to purchase from each registered holder (each, a "Holder" and, collectively, the "Holders") any and all of the outstanding 5.625% Second Priority Senior Secured Notes due 2024 (the "Notes") issued by the Company upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 28, 2019 (as it may be amended or supplemented from time to time, the "Offer to Purchase") and in the Letter of Transmittal (as it may be amended or supplemented from time to time, the "Letter of Transmittal"), which together constitute the Offer.

As set forth in the Offer to Purchase, if you cannot deliver your Notes and all other required documents to the Depository, or if your Notes are not immediately available, by the Expiration Time, or the procedure for book-entry transfer cannot be completed on a timely basis, you may tender your Notes pursuant to the guaranteed delivery procedure described in the Offer to Purchase by or through any eligible institution using this form or one substantially equivalent hereto. To comply with the guaranteed delivery procedure, you must: (1) properly complete and duly execute this notice of guaranteed delivery substantially in the form provided to you by the Company, including (where required) a signature guarantee by an eligible institution in the form set forth in the notice of guaranteed delivery; (2) arrange for the Depository to receive the notice of guaranteed delivery by the Expiration Time; and (3) ensure that the Depository receives the certificates for all physically-tendered Notes or book-entry confirmation of electronic delivery of Notes, as the case may be, together with a properly completed and duly executed Letter of Transmittal with any required signature guarantees or an Agent's Message, and all other documents required by this Letter of Transmittal, within two business days after receipt by the Depository of such notice of guaranteed delivery, all as provided in the Offer to Purchase. See "Terms of the Offer – Procedures for Tendering – Guaranteed Delivery" in the Offer to Purchase. Capitalized terms used but not defined herein shall have the meaning given to them in the Offer to Purchase.

Ladies and Gentlemen:

The undersigned hereby tender(s) to the Company upon the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal (receipt of which is hereby acknowledged), the principal, or face, amount of Notes specified below pursuant to the guaranteed delivery procedures set forth in the Offer to Purchase under the caption "Terms of the Offer – Procedures for Tendering – Guaranteed Delivery." By so tendering, the undersigned does hereby make, at and as of the date hereof, the representations and warranties of a tendering holder of Notes set forth in the Letter of Transmittal.

The undersigned understands that tenders of Notes pursuant to the Offer may only be withdrawn at or prior to (i) the Expiration Time or (ii) if the Offer is extended, the 10th business day after the commencement of the Offer. Tendered Notes may also be withdrawn after the 60th business day after commencement of the Offer if for any reason the Offer has not been consummated within 60 business days after commencement of the Offer.

All authority conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

Guaranteed deliveries may be submitted only in principal amounts equal to minimum denominations of \$200,000 and integral multiples of \$1,000 in excess thereof.

If the ATOP procedures are used, the DTC participant need not complete and physically deliver the Notice of Guaranteed Delivery. However, you will be bound by the terms of the Offer.

As more fully set forth in the Offer, guaranteed deliveries will expire at the close of business of November 5, 2019. The Guaranteed Delivery Settlement Date is expected to take place on November 6, 2019, the next business day.

**PLEASE SIGN AND COMPLETE**

Principal Amount of Notes Tendered:*	Certificate Number(s) (if available):
*Must be in denominations of principal, or face, amount of \$1,000 at thereof, subject to the minimum permitted tender of \$200,000. If Notes will be delivered by book-entry transfer to the Depository's account at The Depository Trust Company, provide the following information for the Notes tendered:	
Name of Tendering Institution:	_____
DTC Account Number:	_____
<b>PLEASE SIGN HERE</b>	
x	
x	
Signature(s) of Owner(s) or authorized Signatory	Date:
Address:	
Area Code and Telephone Number:	_____

This Notice of Guaranteed Delivery must be signed by the registered holder(s) of the Notes exactly as their name(s) appear on certificate(s) for the Notes or, if tendered by a participant in one of the book-entry transfer facilities, exactly as such participant's name appears on a security position listing as the owner of Notes, or by person(s) authorized to become registered holder(s) by endorsements and documents transmitted with this Notice of Guaranteed Delivery. If the signature above is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth the following information and furnish evidence of his or her authority as provided in the Letter of Transmittal:

**Please print name(s) and address(es)**

Name(s):

\_\_\_\_\_

\_\_\_\_\_

Capacity:

\_\_\_\_\_

Address:

\_\_\_\_\_

**GUARANTEE OF DELIVERY**

**(NOT TO BE USED FOR SIGNATURE GUARANTEE)**

The undersigned, a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States or an "eligible guarantor institution," within the meaning of Rule 17Ad-15 under the Exchange Act, (each, an "Eligible Institution"), hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by guaranteed delivery and (iii) guarantees that the Notes tendered hereby in proper form for transfer or confirmation of book-entry transfer of such Notes into the Depository's account at the book-entry transfer facility, pursuant to the procedures set forth in "Terms of the Offer – Procedures for Tendering – Guaranteed Delivery." section of the Offer to Purchase, in each case together with a properly completed and duly executed Letter of Transmittal (or manually signed facsimile thereof) with any required signature guarantees and any other documents required by the Letter of Transmittal, will be received by the Depository at its address set forth above within two business days after the date of execution hereof.

The Eligible Institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal and Notes to the Depository within the time period shown herein.

Name of Firm: _____
Name of Authorized Signatory: _____
Authorized Signature: _____
Title: _____
Address: _____
Area Code and Telephone Number: _____
Date : _____

**DO NOT SEND CERTIFICATES FOR NOTES WITH THIS FORM. ACTUAL SURRENDER OF CERTIFICATES FOR NOTES MUST BE MADE PURSUANT TO, AND BE ACCOMPANIED BY, A DULY EXECUTED LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS.**