

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): November 14, 2024

DRILLING TOOLS INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

001-41103
(Commission
file number)

87-2488708
(I.R.S. Employer
Identification No.)

**3701 Briarpark Drive
Suite 150
Houston, Texas 77042**
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: (832) 742-8500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	DTI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Attached as Exhibit 99.1 to this Current Report on Form 8-K is an investor presentation that Drilling Tools International Corporation (the “**Company**”) plans to use for investor relations and other purposes.

The information provided in Current Report on Form 8-K and the exhibits attached hereto shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934 (the “**Exchange Act**”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation (Winter 2024)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DRILLING TOOLS INTERNATIONAL CORPORATION

By: /s/ David R. Johnson
David R. Johnson
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: November 14, 2024

DRILLING TOOLS[®]

INTERNATIONAL



Investor Presentation

Winter 2024



www.drillingtools.com

Forward Looking Statements

General: Drilling Tools International Corporation ("DTI") is making this presentation available in connection with the release of its financial results for the three months ended September 30, 2024. The information contained in this presentation does not purport to be all-inclusive or to contain all information that prospective investors may require. Prospective investors are encouraged to conduct their own analysis and review of information contained in this presentation as well as important additional information through the Securities and Exchange Commission's ("SEC") EDGAR system at www.sec.gov and on our website at www.drillingtools.com.

Forward-Looking Statements: This presentation and the oral statements made in connection herewith include "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. DTI's actual results may differ from its expectations, estimates and projections, and, consequently, you should not rely on these forward-looking statements as predictions of future events. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "will," "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward looking. These forward-looking statements include, but are not limited to, statements regarding DTI and its management team's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Forward-looking statements in this presentation may include, for example, statements about: (1) the demand for DTI's products and services, which is influenced by the general level of activity in the oil and gas industry; (2) DTI's ability to retain its customers, particularly those that contribute to a large portion of its revenue; (3) DTI's ability to employ and retain a sufficient number of skilled and qualified workers, including its key personnel; (4) DTI's ability to market its services in a competitive industry; (5) DTI's ability to execute, integrate and realize the benefits of acquisitions, and manage the resulting growth of its business; (6) potential liability for claims arising from damage or harm caused by the operation of DTI's tools, or otherwise arising from the dangerous activities that are inherent in the oil and gas industry; (7) DTI's ability to obtain additional capital; (8) potential political, regulatory, economic and social disruptions in the countries in which DTI conducts business, including changes in tax laws or tax rates; (9) DTI's dependence on its information technology systems, in particular Customer Order Management Portal and Support System, for the efficient operation of DTI's business; (10) DTI's ability to comply with applicable laws, regulations and rules, including those related to the environment, greenhouse gases and climate change; (11) DTI's ability to maintain an effective system of disclosure controls and internal control over financial reporting; (12) the potential for volatility in the market price of DTI's common stock; (13) the impact of increased legal, accounting, administrative and other costs incurred as a public company, including the impact of possible shareholder litigation; (14) the potential for issuance of additional shares of DTI's common stock or other equity securities; (15) DTI's ability to maintain the listing of its common stock on Nasdaq; and (16) other risks and uncertainties separately provided to you and indicated from time to time described in filings and potential filings by DTI with the SEC. These forward-looking statements are based on DTI management's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. DTI cautions that the foregoing list of factors is not exclusive and not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. You should also carefully consider the risks and uncertainties described and the information presented in DTI's current annual report on Form 10-K filed March 28, 2024 and in subsequent quarterly and annual reports filed with the SEC. These filings or potential filings may identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements referred hereto. DTI undertakes no obligation to and accepts no obligation to release publicly any updates or revisions to any forward-looking statements or to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based, except as required by law.

Industry, Market Data and Partnerships: In this presentation, DTI relies on and refers to certain information and statistics regarding the markets and industries in which DTI competes. Such information and statistics are based on management's estimates and/or obtained from third-party sources, including reports by market research firms and company filings. While DTI believes such third-party information is reliable, there can be no assurance as to the accuracy or completeness of the indicated information. DTI has not independently verified the accuracy or completeness of the information provided by the third-party sources.

This presentation contains descriptions of certain key business partnerships of DTI. These descriptions are based on DTI's management team's discussion with such counterparties, certain non-binding written agreements and the latest available information and estimates as of the date of this presentation.

Use of Projections: This presentation contains projected financial information with respect to DTI. Such projected financial information constitutes forward-looking information, is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. Further, illustrative presentations are not necessarily based on management's projections, estimates, expectations or targets but are presented for illustrative purposes only. DTI's independent auditors have not audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and, accordingly, they did not express an opinion or provide any other form of assurance with respect thereto for the purpose of this presentation. The assumptions and estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties. See "Forward-Looking Statements" above. Actual results may differ materially from the results contemplated by the financial forecast information contained in this presentation, and the inclusion of such information in this presentation is not intended, and should not be regarded, as a representation by any person that the results reflected in such forecasts will be achieved. Further, the metrics referenced in this presentation regarding select aspects of DTI's operations were selected by DTI on a subjective basis. Such metrics are provided solely for illustrative purposes to demonstrate elements of DTI's business, are incomplete and are not necessarily indicative of DTI's performance or future performance or overall operations. There can be no assurance that historical trends will continue. Any investment in DTI's common stock entails a high degree of risk. No assurance can be given that investors will receive a return on their capital, and investors could lose part or all of their investment.

Non-GAAP Financial Measures: This presentation includes certain financial measures not presented in accordance with generally accepted accounting principles ("GAAP"), including, but not limited to: Adjusted EBITDA, Adjusted Free Cash Flow, and certain ratios and other metrics derived therefrom. Note that other companies may calculate these non-GAAP financial measures differently, and, therefore, such financial measures may not be directly comparable to similarly titled measures of other companies. Further, these non-GAAP financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing DTI's financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income (loss), net cash (used in) provided by operating activities or other measures of profitability, liquidity or performance under GAAP. You should be aware that DTI's presentation of these measures may not be comparable to similarly titled measures used by other companies. DTI believes these non-GAAP measures provide useful information to management and investors regarding certain financial and business trends relating to DTI's results of operations. DTI 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 in DTI, and in comparing DTI's financial measures with those of other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgment by management about which items of expense and income are excluded or included in determining these non-GAAP financial measures. Please refer to footnotes where presented on each page of this presentation or to the tables herein for a reconciliation of these measures to what DTI believes are the most directly comparable measure evaluated in accordance with GAAP. Reconciliation of historical non-GAAP measures to comparable GAAP measures are provided in the Appendix. This presentation also includes certain projections of non-GAAP financial measures. Reconciliation of these items to net income include gains or losses on sale or consolidation transactions, accelerated depreciation, impairment charges, gains or losses on retirement of debt, variations in effective tax rate and fluctuations in net working capital, which are difficult to predict and estimate and are primarily dependent on future events.

Rounding: Certain monetary amounts, percentages and other figures included in this presentation have been subject to rounding adjustments. Certain other amounts that appear in this presentation may not sum due to rounding.

Trademarks: This presentation contains trademarks, service marks, trade names and copyrights of DTI and other companies, which are the property of their respective owners. Solely for convenience, some of the trademarks, service marks, trade names and copyrights referred to in this presentation may be listed without the TM, SM, © or ® symbols, but DTI will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights. Further, third-party logos included in this presentation may represent past or present vendors or suppliers of materials and/or products to DTI for use in connection with its business or may be provided simply for illustrative purposes only. Inclusion of such logos does not necessarily imply affiliation with or endorsement by such firms or businesses. There is no guarantee that DTI will work, or continue to work, with any of the firms or businesses whose logos are included herein in the future.

DTI is a Leading Rental Provider of Mission Critical Drilling Tools

A platform developed and designed to keep up with ever-changing customer needs

~65,000+

DTI manages & maintains a fleet of approximately 65,000 rental tools and drilling equipment

Global

DTI has sales and distribution channels across North America, EMEA and APAC regions

~40 years

DTI's history began in 1984 with the founding of Directional Rentals, an equipment provider to offshore drillers

6 Product Lines

DTI's differentiated product lines include Directional Tool Rentals, Wellbore Optimization Tools, Premium Tools, Deep Casing Tools, PDC Tool Repair and Other Products

Broad Footprint

DTI operates from 16 service and support centers across North America and maintains 11 international service and support centers

Permian

DTI has extensive operations across the prolific Permian Basin

35,840 SF

DTI operates a 35,840 sq. ft. manufacturing & repair facility in Louisiana

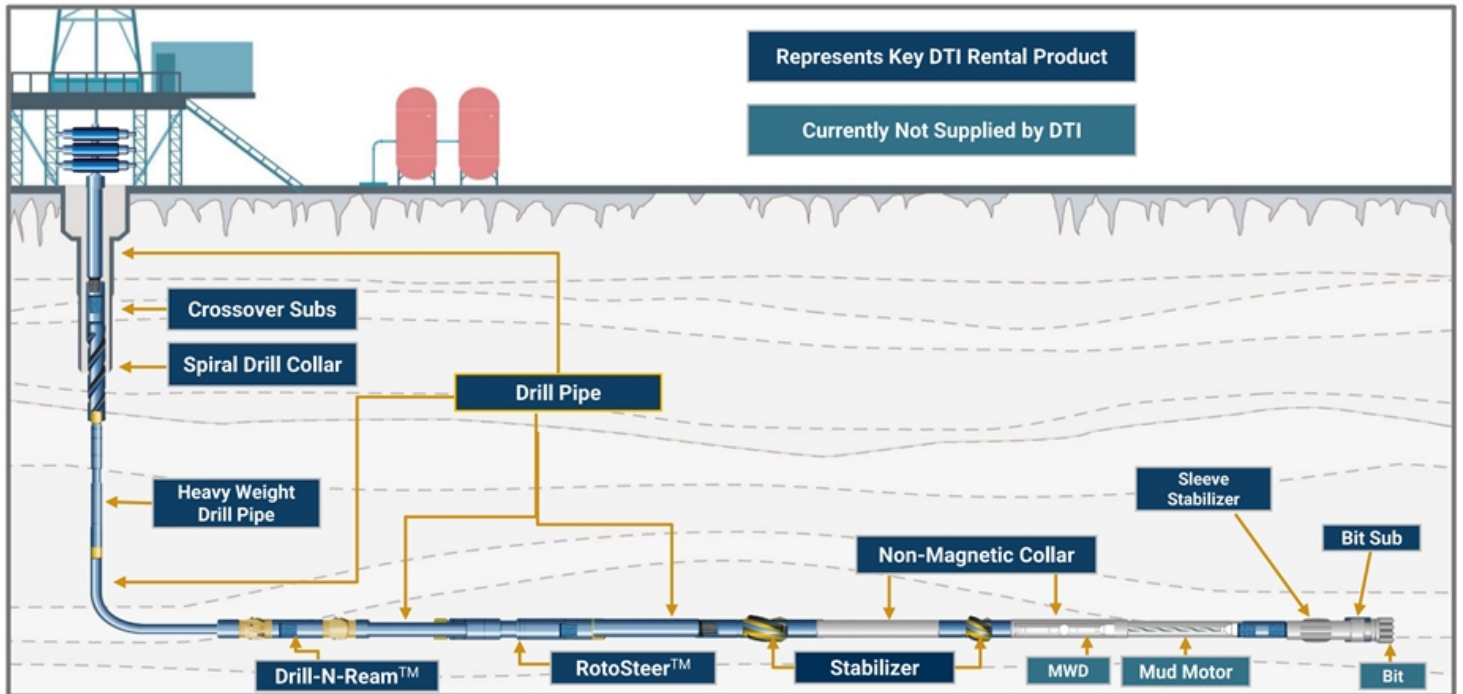
\$152 Million

DTI's 2023 revenue reflects broad scope and scale



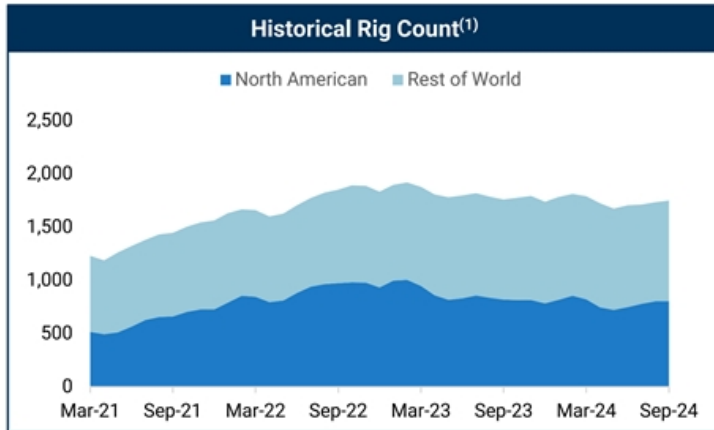
Expansive Offering to Supply Drilling Tools Required in a Typical Horizontal Job

Differentiated and extensive inventory of tools to address the wide-ranging needs of oil & gas customers across all regions



Significant Industry Tailwinds & Supportive Macro Backdrop

A combination of commodity prices, rig count and capital spending creates a highly constructive market backdrop

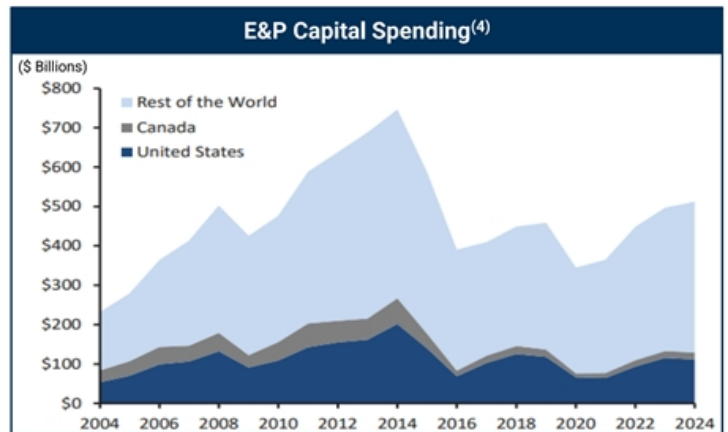
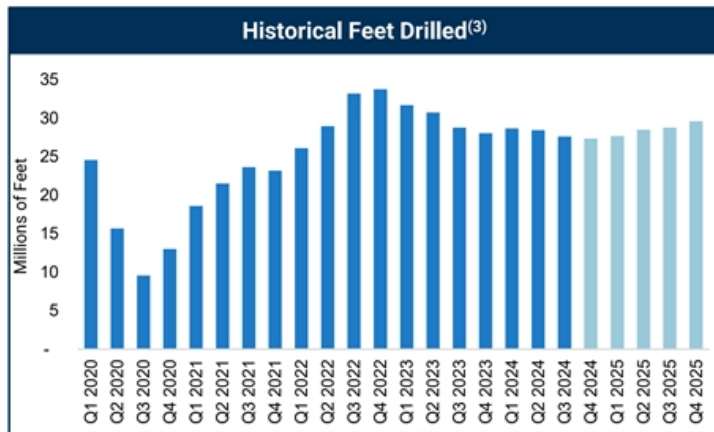


Industry Analysis⁽²⁾

Drilling Tools Market to Grow from \$7.85 Billion in 2023 to \$11.01 Billion by 2029.

Demand for High-Performance Drilling Tools Soars as Oil and Gas Companies Reshaping the Market Expansion.

- Arizton Advisory and Intelligence



1) Baker Hughes
 2) Arizton Advisory and Intelligence
 3) Spears Directional Drilling Market Report – Q3 2024. Only includes number of feet drilled through reservoir rock, excludes vertical part of well
 4) Evercore ISI 2024 Global E&P Spending Outlook

2024 Financial Outlook

Delivering Adjusted Free Cash Flow Throughout The Cycle

DTI continues to execute its M&A strategy with ~5 near-term priority targets identified

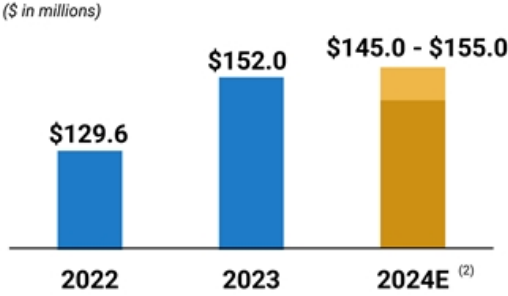
- ✓ DTI expects a mostly stable rig count in North America for the rest of 2024, after a 20% decline in 2023
- ✓ FY 2024 guidance includes estimated contributions from Deep Casing Tools, Superior Drilling Products and European Drilling Projects

Key Guidance Summary

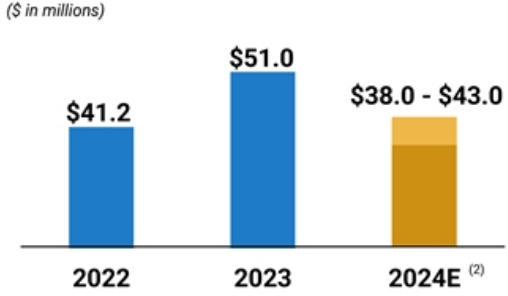
(\$ thousands)	FY 2024 Guidance		
Revenue	\$145,000	-	\$155,000
Adjusted EBITDA ⁽¹⁾	\$38,000	-	\$43,000
Adjusted Net Income ⁽¹⁾	\$7,700	-	\$9,800
Adjusted Free Cash Flow ⁽¹⁾⁽²⁾	\$18,000	-	\$21,000

Sustainable Growth – Executing on Plan

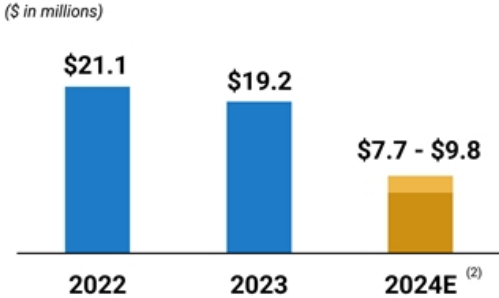
Revenue



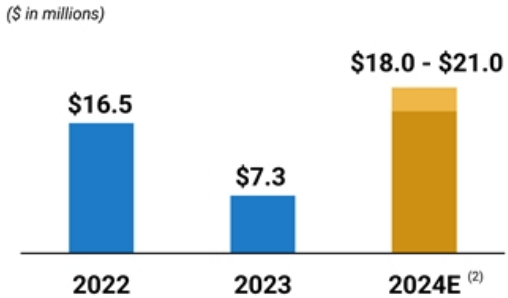
Adjusted EBITDA ⁽¹⁾



Adjusted Net Income ⁽¹⁾



Adjusted Free Cash Flow ⁽¹⁾



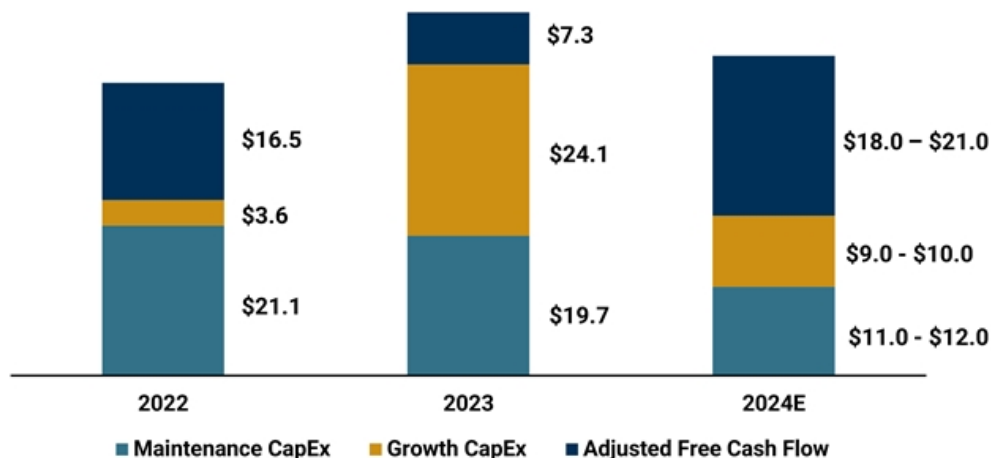
1) Adjusted EBITDA, Adjusted Net Income and Adjusted Free Cash Flow are non-GAAP financial measures. See "Non-GAAP Financial Measures" in the appendix for reconciliations to the most directly comparable financial measures calculated and presented in accordance with U.S. generally accepted accounting principles ("GAAP").
2) 2024E represents the Company's outlook as of November 13, 2024 as shown on page 5

Components of Adjusted EBITDA

Increased Growth Capital spending in 2023 now supports stronger Adj. Free Cash Flow in 2024+

Smart Capital Expenditures

(\$ Millions)



	2022	2023	2024E
Maintenance CapEx % of Revenue ⁽²⁾	16%	13%	~7%
Growth CapEx % of Revenue ⁽²⁾	3%	16%	~6%
Adj. Free Cash Flow % of EBITDA ⁽¹⁾	40%	14%	47%-49%

Commentary

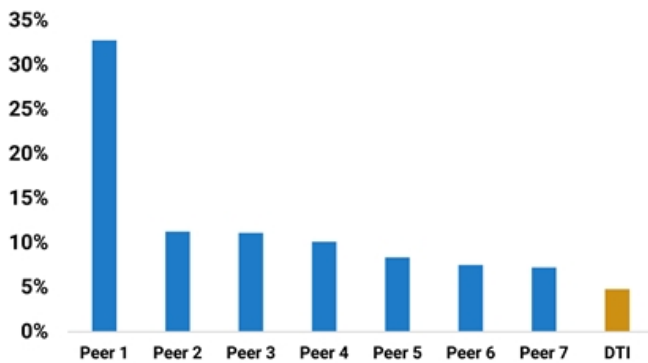
Adj. Free Cash Flow⁽¹⁾ can be directly influenced by Growth CapEx strategy

Growth CapEx is company funded and increased as a percentage of revenue in 2023 which supports stronger 2024+ adj. free cash flow

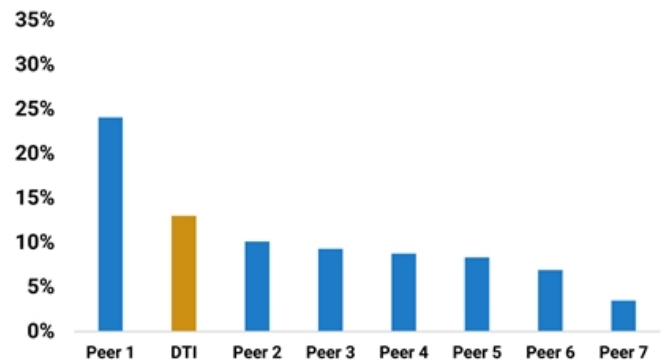
Maintenance CapEx is funded by tool recovery revenue and is relatively steady-state as a percentage of total revenue

Peer Adj. Free Cash Flow Margin⁽¹⁾ Comparisons

2023 Actual



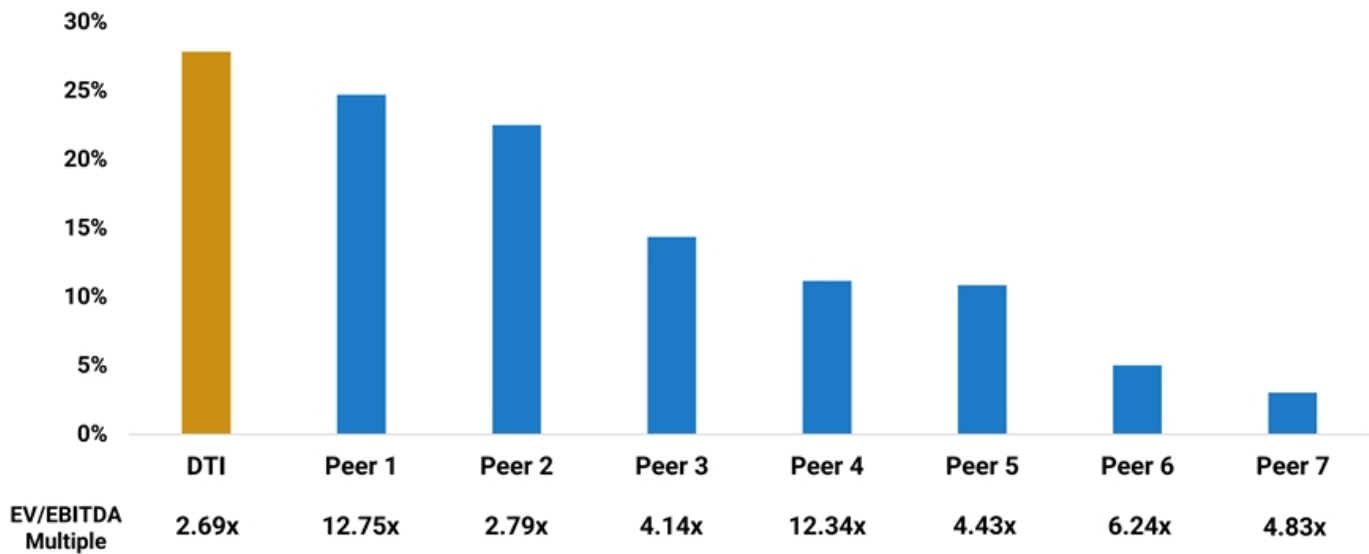
2024 Estimates⁽²⁾



Tool recovery revenue, also known as lost or damaged equipment charges, allows DTI to sustain its fleet, maintain relevant tools and technology, and generate positive adjusted free cash flow throughout industry cycles.

Peer Leading Return on Capital Employed (ROCE)

2023 Actual





DRILLING TOOLS[®]
INTERNATIONAL

About Us

A Market Leader in Downhole Tools for the Oil & Gas Industry

A highly competitive suite of differentiated products

Core Product and Service Offering



Directional Tools Rental

61% of 2023 Revenue

- Rental tools used in bottom hole assemblies ("BHA") adjacent to the drill bit
- More than 30 categories of tools



Wellbore Optimization Tools

17% of 2023 Revenue

- Drill-N-Ream™, a proprietary and patented wellbore conditioning tool
- Emerging products in 2024 will include RotoSteer™



Premium Tools

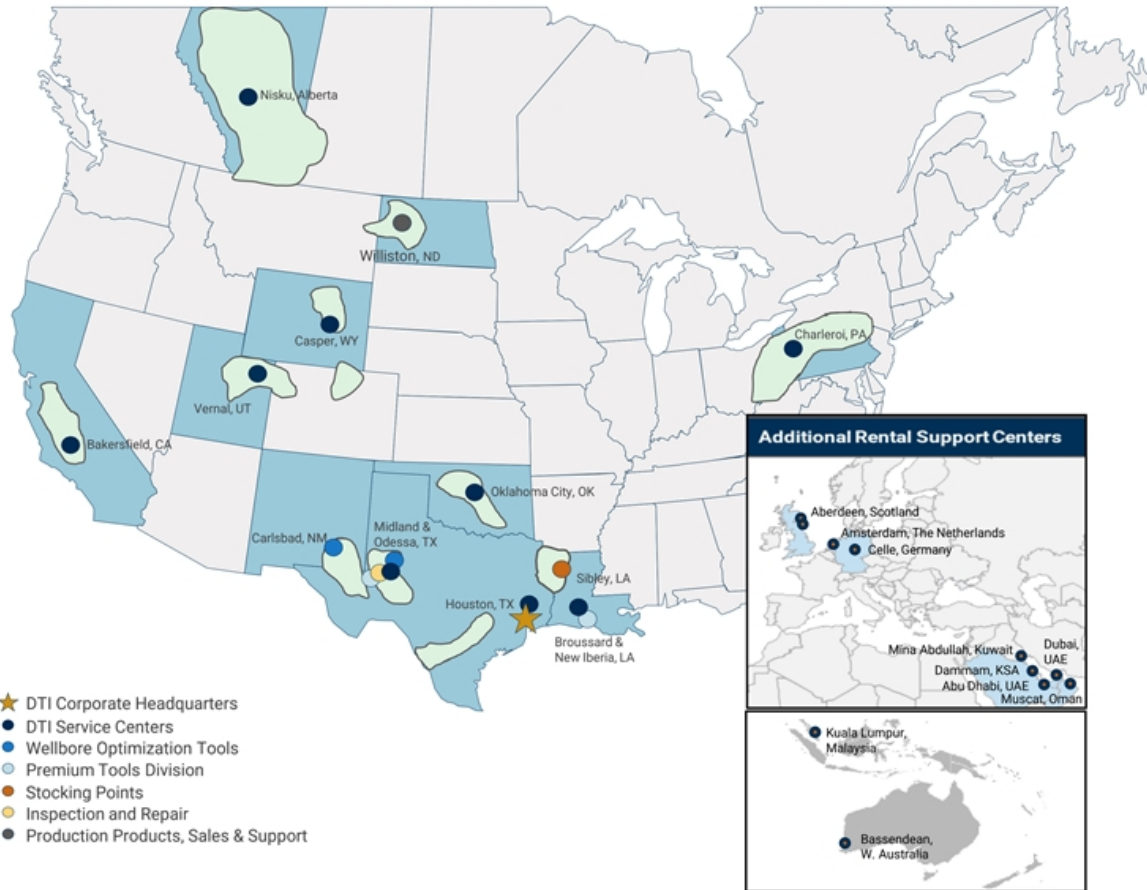
19% of 2023 Revenue

- Offers tubulars for drilling, workover and completion operations
- Complete inventory of necessary handling tools for running workstrings
- Blowout preventers and related pressure control accessories

**Market Leading Tool Rental Share of over 50% within North American land drilling rigs.
A market leader in the deep-water Gulf of Mexico.
Expanding geographic opportunities in International market.**

Presence Across All Major Basins in North America

Expanding footprint in Europe, Middle East, North Africa & Asia



- ★ DTI Corporate Headquarters
- DTI Service Centers
- Wellbore Optimization Tools
- Premium Tools Division
- Stocking Points
- Inspection and Repair
- Production Products, Sales & Support

64,000+
Tool Rental Fleet

6 Differentiated
Product Lines

Global Services
Footprint including
all Major US Basins

16 Service and
Support Centers in
North America

11 International
Service and Support
Centers

Blue-Chip Customer Base Across E&Ps & OFS Companies

- ✓ First-call supplier for leading oilfield service providers in North America
- ✓ DTI has actively expanded its customer base to further diversify its customer mix



Executing Our Strategic Plan & Delivering Improved Results

DTI achievements since becoming a public company in June 2023

Reported 2023 growth; 17% y/y Revenue & 24% y/y Adjusted EBITDA⁽¹⁾ growth

Acquired Superior Drilling Products, Deep Casing Tools and European Drilling Projects

Announced Acquisition of Titan Tools Services

Improved liquidity and strengthened the balance sheet by extending the ABL Credit Facility to \$80 million from \$60 million maturing in March 2029

New term loan of \$25 million maturing in March 2029

Revised 2024 Outlook represents meaningful year-over-year Adjusted Free Cash Flow improvement despite market softness and rig count declines

Adjusted Free Cash Flow⁽¹⁾ expected to more than double in 2024

Why Do Customers Rent Downhole Tools?

Complex drilling, completions, and workover programs lead most operators and service providers to focus on core competencies while preferring to rely on third-parties for rental tool support. Operators prefer renting these tools to gain the benefits of:

Outsources Logistics, Inspection, Storage & Maintenance

Eliminates Equipment Redeployment Risk

Immediate Equipment Availability

Fill Equipment Supply Gaps

Focus Capex On Core Operations



Why rent from DTI?

Our Rental Offering Provides Customer Efficiency & Value-Additive Solutions

Key Operational Differentiators

Modern Manufacturing and Repair Facility

- ✓ Machine and repair equipment ensures product quality, increases product life and improves fleet utilization
- ✓ Ability to manufacture most of our rental tools enables cost reduction & control of supply chain



Proprietary COMPASS* Order Management System

- ✓ COMPASS provides valuable information to DTI for making data-based capital allocation decisions



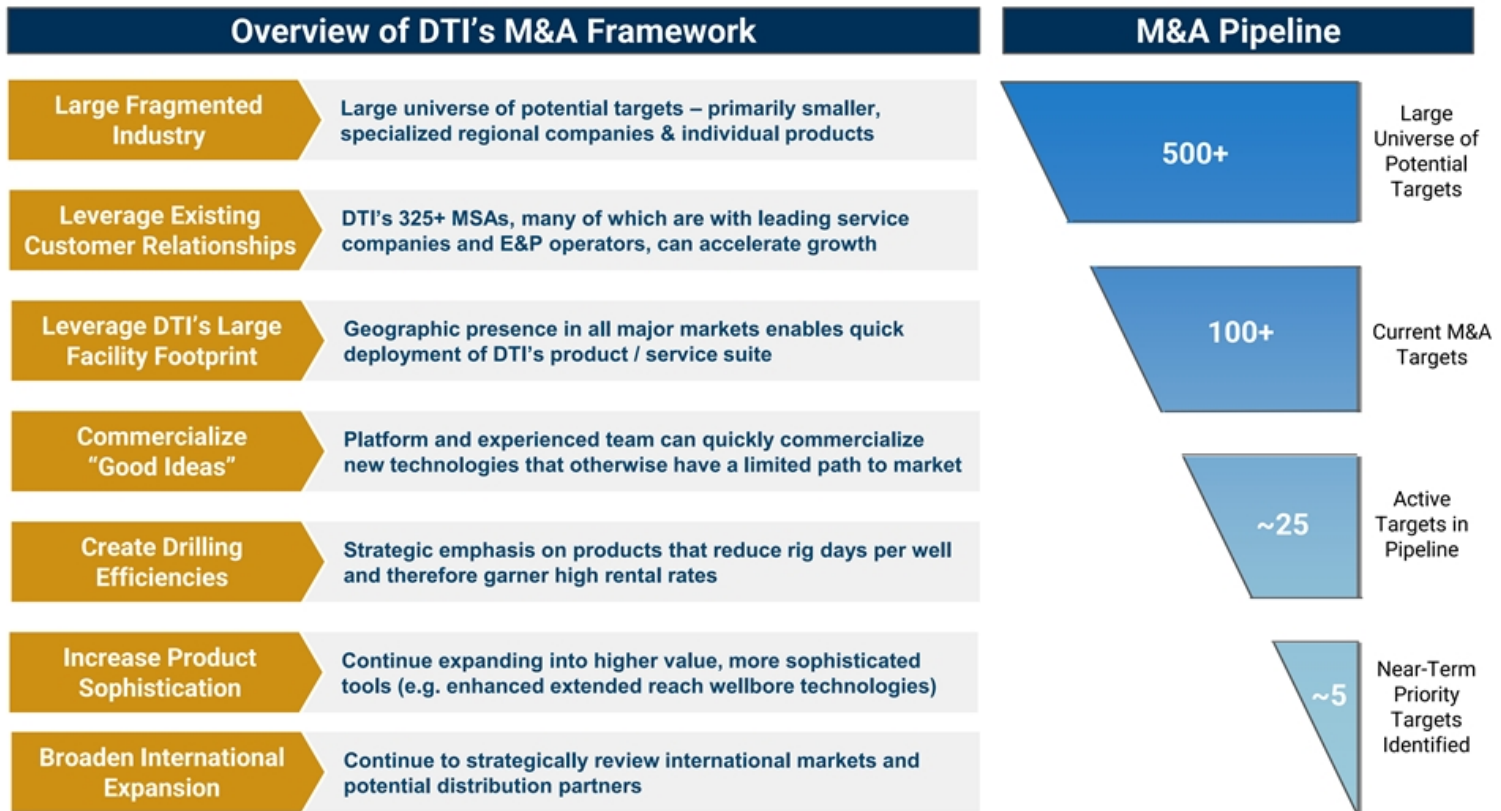
Organic Growth Drivers

- ✓ DTI scale, leveraging global footprint of distribution and sales channel
- ✓ Expanding scope of tools & services in existing product lines through technological advancements
- ✓ Further customer penetration, growing rentals due to expanded capabilities, new tools and services
- ✓ Growing customer base and gaining market share
- ✓ Favorable trend of longer laterals being drilled

Proprietary Examples: RotoSteer™ / Drill-N-Ream™ / SafeFloat™

M&A Growth Strategy: Significant Consolidation Upside

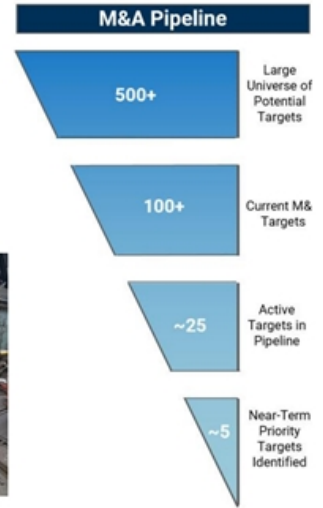
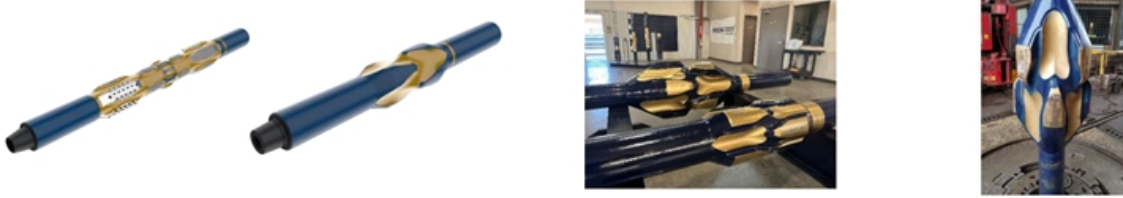
Established framework and robust pipeline to strategically consolidate the oilfield service rental tool industry



Strategic Rationale: European Drilling Projects⁽¹⁾

✓ Enhances Technological Advancement & Global Expansion Efforts

- ✓ Adds key personnel, industry expertise and customer relationships
- ✓ Adds cutting-edge tools, such as the Fixedblade[®] stabilizer, to DTI's industry leading technology portfolio



Strategic Rationale: Titan Tools Services⁽²⁾

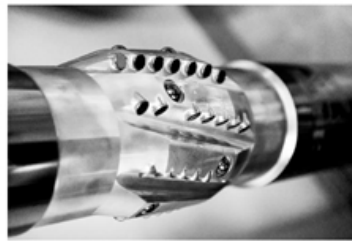
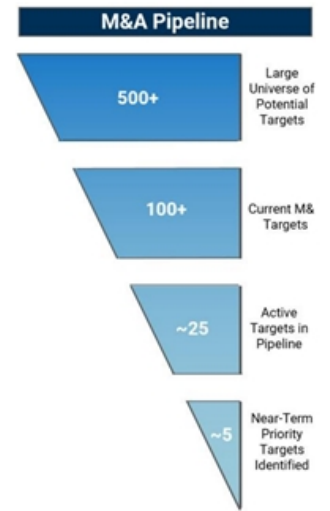
✓ Expands Global Reach in Downhole Tool Services

- ✓ Enhances DTI's product offerings and technological capabilities
- ✓ Strengthens DTI's presence in the North Sea, European and African markets



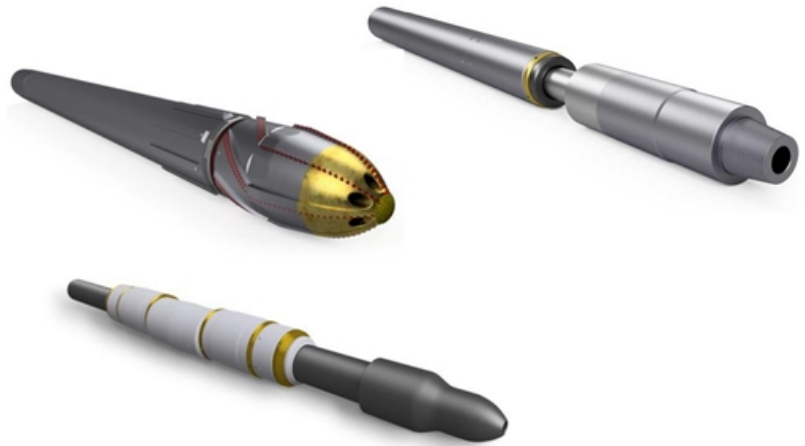
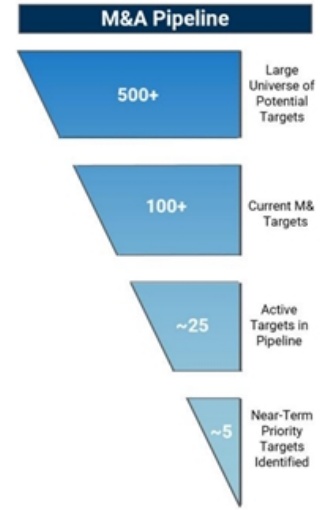
Strategic Rationale: Superior Drilling Products

- ✓ **Enhances vertical integration of differentiated technology**
 - ✓ Cost savings on Drill-N-Ream™ tool
 - ✓ Synergies - eliminates duplicative public company costs
 - ✓ Adds significant precision manufacturing capacity
- ✓ **Enhances horizontal opportunities**
 - ✓ Expands DTI's intellectual property portfolio by over **10 patents**
 - ✓ Will own global rights to Drill-N-Ream tool
 - ✓ Accelerate Drill-N-Ream growth opportunities world-wide
 - ✓ Entrance into drill bit re-manufacture and repair business



Strategic Rationale: Deep Casing Tools

- ✓ Adds to DTI's technology platform
 - ✓ Expands intellectual property portfolio by over **60 patents**
- ✓ Adds strong international customer relationships
 - ✓ ADNOC / ARAMCO / PEMEX / PETROBRAS / PETRONAS
- ✓ Accretive to DTI's earnings and Adj. Free Cash Flow profile
- ✓ Opportunity to expand Deep Casing products into N. America



The DTI Leadership Team – Experience Matters!

Experienced, talented, and committed management team with history of success



WAYNE PREJEAN

PRESIDENT AND CEO



DAVID JOHNSON

CHIEF FINANCIAL OFFICER



MIKE DOMINO

PRESIDENT
DIRECTIONAL TOOL RENTALS
DIVISION



ALDO RODRIGUEZ

VICE PRESIDENT
SALES



TRENT POPE

VICE PRESIDENT
WELLBORE OPTIMIZATION



JIM ROWELL

VICE PRESIDENT
PREMIUM TOOLS



ASHLEY LANE

VICE PRESIDENT
INTERNATIONAL BUSINESS
DEVELOPMENT



DAVID STEPHENSON

VICE PRESIDENT, DTI
DIVISION LEADER
DEEP CASING TOOLS



DAVID COTTEN

VICE PRESIDENT
TECHNICAL SERVICES AND
OHS&E



VEDA RAGSDILL

VICE PRESIDENT
HUMAN RESOURCES



CHRISTIAN MIDDLETON

VICE PRESIDENT
FINANCE



JAMESON PARKER

VICE PRESIDENT
CORPORATE DEVELOPMENT

DTI's Differentiated Growth Strategy Creates a Compelling Investment Profile

- A Market Leader in Downhole Tools for the Oil & Gas Industry**
- Blue Chip Customers**
- Strategic Model Delivering Through-Cycle Outperformance**
- Proven Growth: Organic & M&A in Fragmented Industry**
- Strong Balance Sheet / Low Leverage / Significant Free Cash Flow**
- Experienced and Proven Leadership Team**
- Sustainable Financial Growth Outlook**

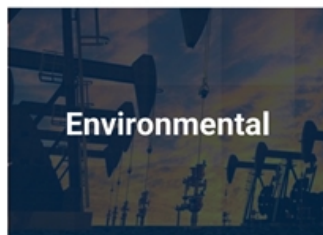


DRILLING TOOLS[®]
INTERNATIONAL

Supplemental Information

ESG + Safety Are Integral to Our Success

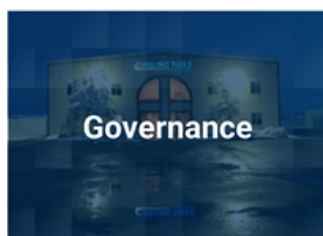
DTI is committed to environmental stewardship



- ✓ Continuous evaluations and control measures to ensure minimization of waste
- ✓ Pursuing highest levels of operational proficiency to reduce rework, and use of chemicals and waste
- ✓ Actively promoting recycling including extensive rental tool recycling and refurbishment programs & opportunities to redeploy equipment for energy transition markets such as geothermal, carbon capture and storage



- ✓ Identify and control exposures to limit potential injury and production interruptions or damages
- ✓ Continual contributions to local community events, charities and employee activities



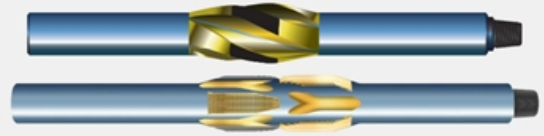
DTI's leadership is focused on deriving long-term value for all stakeholders by:

- ✓ Executive accountability through the election of an independent board⁽¹⁾
- ✓ Strong internal controls

Overview of Directional Tool Rentals Key Equipment



Stabilizers



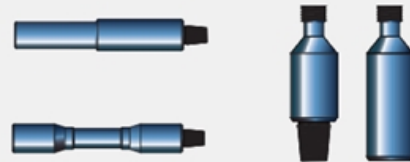
Reduces drill string vibration and torque...

Drill Collars



Adds weight to the BHA to increase rate of penetration ("ROP") and reduce vibration...

Subs and Other Equipment



Variety of subs, crossovers and handling tools used in the drill string

Overview of Wellbore Optimization Tools

Specialty tools division with focused field sales and service professionals providing rig site visits and customer service, enabling consistent product performance and customer satisfaction

Products Offered

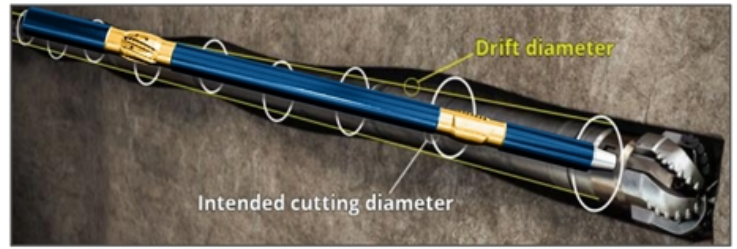
Drill-N-Ream™ ("DNR") WellBore Conditioning Tool⁽¹⁾

- Patented technology allows the tool to maintain a market leading position
- Numerous benefits to the customer
- Allows operators to extend length of wellbore at a lower cost

Emerging Technology "RotoSteer™"

- 2023: Commercially launched
- Improves ROP, reduces torque and drag and eliminates slides
- Potential application for hundreds of wells annually

Substantial Improvements in Wellbore Quality



ROTOSTEER™



Overview of Premium Tools Key Equipment

DTI offers a wide array of premium tubulars for drilling, workover and completion operations, API blowout preventers and pressure control accessories as well as a comprehensive suite of related handling tools

Tubulars



- **Drill Pipe** – 2 7/8 to 5 1/2 inch API bottleneck, slim-hole, API, proprietary double shoulder-high torque connections
- **Hevi-Wate Drill Pipe** – 3 1/2 to 5 1/2 inch API bottleneck, slim-hole, API, proprietary double shoulder-high torque connections
- **Drill Collars** – 3 1/8 to 9 1/2 steel spiral and slick
- **Kellys** – hex or square from 38 to 46 inch
- **Pup Joints** – drill pipe and tubing
- **Tubing** – premium PH-6, CS-8 and API 8Rd with thread from 2 3/8 to 4 1/2

Handling Tools



- **Stabbing Guides** – for tubing and drill pipe
- **Drifts** – for all pipe sizes (Teflon, steel and aluminum)
- **Rotary Slips** – for tubing, casing, drill pipe and drill collars
- **Safety Clamps** – for pipe and collars
- **Manual Tongs** – K-25 to K-70 hand tongs and HT-200 manual rotary tongs
- **Elevators** – slip grip, bottleneck and bushing types
- **Subs** – TDS, wear, float, X-over, bit, lift and pump-ins

API BOPs and Pressure Control Accessories



- **Blowout Preventers** – 5M, 10M and 15M psi
- **Accumulators** – diesel, electric and air powered
- **Hoses** – high pressure, fire retardant and steel flex
- **Spools** – spacers, adaptors and diverters
- **Double Studded Adaptors**
- **Gate Valves** – manual, hydraulic and air actuated
- **Chokes** – manual adjustable and fixed orifice
- **Manifolds** – skid mounted custom buffers assembled to specification
- **Flanged Accessories** – tees, crosses (flanged and studded)
- **Stud Bolts** – B7M H₂S service
- **Chicksan Iron** – loops, swivel joints and pups

Other Products and Services

Products Offered

Downhole Inspection Solutions

- Independent inspection services equipment of all DTI divisions and select external customers
- Critical to efficient operations
- Services across North America including network of six domestic and one Canadian inspection facilities

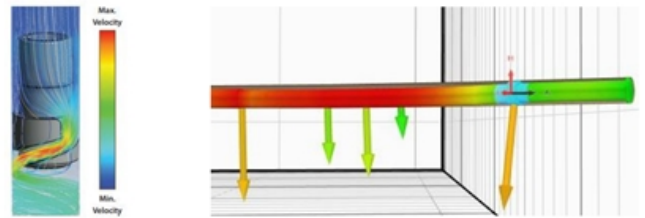
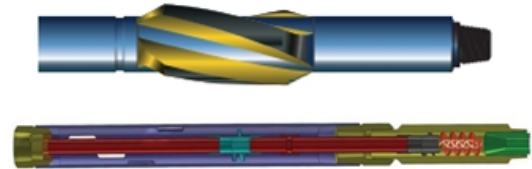
Product Sales

- Made-to-order downhole drilling tools
- Completion and production Product Sales
- Production desander tool operations
- Williston, ND manufacturing and distribution facility

Technical Services Group

- Sustaining engineering
- Performance analysis
- Product development
- Technical support to quality assurance

Internal Support Services and Emerging Products



Third Quarter 2024 Income Statement

Drilling Tools International Corp.
Consolidated Statement of Operations and Comprehensive Income
(In thousands of U.S. dollars and rounded)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue, net:				
Tool rental	\$ 28,116	\$ 29,361	\$ 86,410	\$ 90,639
Product sale	11,977	8,777	28,190	26,206
Total revenue, net	40,093	38,138	114,600	116,845
Operating costs and expenses:				
Cost of tool rental revenue	4,076	7,337	17,558	21,578
Cost of product sale revenue	5,726	1,814	10,779	5,862
Selling, general, and administrative expense	19,855	16,552	57,415	50,999
Depreciation and amortization expense	6,185	5,303	17,232	15,035
Total operating costs and expenses	35,842	31,006	102,984	93,474
Income (loss) from operations	4,251	7,132	11,616	23,371
Other expense, net:				
Interest expense, net	(1,038)	(73)	(2,030)	(995)
Gain (loss) on sale of property	19	—	61	68
Gain (loss) on remeasurement of previously held equity interest	(361)	(535)	368	(148)
Other income (expense), net	(2,443)	(135)	(5,241)	(6,170)
Total other expense, net	(3,823)	(743)	(6,842)	(7,245)
Income before income tax expense	428	6,389	4,774	16,126
Income tax (expense)/benefit	439	(2,102)	(415)	(5,201)
Net income	\$ 867	\$ 4,287	\$ 4,359	\$ 10,925
Accumulated dividends on redeemable convertible preferred stock	—	—	—	314
Net income available to common shareholders	\$ 867	\$ 4,287	\$ 4,359	\$ 10,611
Basic earnings per share	\$ 0.03	\$ 0.14	\$ 0.14	\$ 0.57
Diluted earnings per share	\$ 0.03	\$ 0.14	\$ 0.14	\$ 0.46
Basic weighted-average common shares outstanding*	33,072,097	29,768,568	30,893,602	18,608,708
Diluted weighted-average common shares outstanding*	33,547,056	30,043,546	31,404,333	23,554,593
Comprehensive income:				
Net income	\$ 867	\$ 4,287	\$ 4,359	\$ 10,925
Foreign currency translation adjustment, net of tax	1,161	90	753	(117)
Net comprehensive income	\$ 2,028	\$ 4,377	\$ 5,112	\$ 10,808

* Shares of legacy redeemable convertible preferred stock and legacy common stock have been retroactively restated to give effect to the Merger.

Third Quarter 2024 Balance Sheet

Drilling Tools International Corp.
Consolidated Balance Sheets
(In thousands of U.S. dollars and rounded)
(Unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
Current assets		
Cash	\$ 11,961	\$ 6,003
Accounts receivable, net	33,152	29,929
Related party note receivable, current	1,310	—
Inventories, net	17,352	5,034
Prepaid expenses and other current assets	4,967	4,553
Investments - equity securities, at fair value	—	888
Total current assets	68,742	46,408
Property, plant and equipment, net	77,660	65,800
Operating lease right-of-use asset	23,887	18,786
Intangible assets, net	30,866	216
Goodwill	10,970	—
Deferred financing costs, net	903	409
Related party note receivable, noncurrent	3,740	—
Deposits and other long-term assets	2,076	879
Total assets	\$ 218,844	\$ 132,498
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 9,054	\$ 7,751
Accrued expenses and other current liabilities	12,337	10,579
Revolving line of credit	21,164	—
Current portion of operating lease liabilities	4,441	3,958
Current maturities of long-term debt	5,000	—
Total current liabilities	51,996	22,288
Operating lease liabilities, less current portion	19,533	14,893
Long-term debt	17,917	—
Deferred tax liabilities, net	6,208	6,627
Total liabilities	95,654	43,808
Commitments and contingencies		
Shareholders' equity		
Common stock, \$0.0001 par value, shares authorized 500,000,000 as of September 30, 2024 and December 31, 2023, 34,704,696 shares issued and outstanding as of September 30, 2024 and 29,768,568 shares issued and outstanding as of December 31, 2023	3	3
Additional paid-in-capital	124,896	95,218
Accumulated deficit	(2,238)	(6,306)
Accumulated other comprehensive loss	529	(225)
Total shareholders' equity	123,190	88,690
Total liabilities and shareholders' equity	\$ 218,844	\$ 132,498

Third Quarter 2024 Cash Flow Statement

Drilling Tools International Corp.
Consolidated Statement of Cash Flows
(In thousands of U.S. dollars and rounded)
(Unaudited)

	Nine Months Ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net income	\$ 4,359	\$ 10,925
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	17,232	15,035
Amortization of deferred financing costs	226	88
Non-cash lease expense	3,620	3,418
Provision for excess and obsolete inventory	—	22
Provision for excess and obsolete property and equipment	286	381
Provision for credit losses	42	502
Deferred tax expense	(1,301)	3,741
Gain on sale of property	(72)	(68)
Loss on asset disposal	27	—
Realized loss on interest rate swaps	—	4
Unrealized gain on equity securities	(368)	148
Realized loss on equity securities	12	—
Gross profit from sale of lost-in-hole equipment	(7,348)	(13,968)
Stock-based compensation expense	1,572	3,986
Changes in operating assets and liabilities:		
Accounts receivable, net	2,086	(577)
Prepaid expenses and other current assets	(633)	(92)
Inventories, net	(2,883)	(2,876)
Operating lease liabilities	(3,416)	(3,311)
Accounts payable	(2,802)	(888)
Accrued expenses and other current liabilities	(916)	1,014
Net cash flows from operating activities	9,723	17,484
Cash flows from investing activities:		
Acquisition of a business, net of cash acquired	(38,670)	—
Proceeds from sale of equity securities	1,244	—
Proceeds from sale of property, plant and equipment	77	126
Purchases of property, plant and equipment	(19,678)	(36,776)
Proceeds from sale of lost-in-hole equipment	10,895	16,623
Net cash from investing activities	(46,132)	(20,027)
Cash flows from financing activities:		
Proceeds from Merger and PIPE Financing, net of transaction costs	—	23,162
Payment of deferred financing costs	(721)	(322)
Proceeds from revolving line of credit	30,062	71,646
Payments on revolving line of credit	(8,898)	(89,995)
Proceeds from Term Loan	25,000	—
Repayment of Term Loan	(2,083)	—
Payments to holders of DTIH redeemable convertible preferred stock in connection with	—	(194)
Net cash from financing activities	43,360	4,297
Effect of Changes in Foreign Exchange Rate	(993)	(117)
Net Change in Cash	5,958	1,637
Cash at Beginning of Period	6,003	2,352
Cash at End of Period	\$ 11,961	\$ 3,989
Supplemental cash flow information:		
Cash paid for interest	\$ 1,488	\$ 901
Cash paid for income taxes	\$ 256	\$ 2,546
Non-cash investing and financing activities:		
Fair value of CTG liabilities assumed in CTG Acquisition	\$ 3,162	\$ —
Fair value of SDPI liabilities assumed in SDPI Acquisition	\$ 6,246	\$ —
ROU assets obtained in exchange for lease liabilities	\$ 5,737	\$ 3,002
Non-cash recovery of note receivable	\$ 455	\$ —
Net exercise of stock options	\$ 254	\$ —
Shares withheld from exercise of stock options for payment of taxes	\$ 36	\$ —
Purchases of inventory included in accounts payable and accrued expenses and other	\$ 1,592	\$ 451
Purchases of property and equipment included in accounts payable and accrued expenses	\$ —	\$ 1,733
Non-cash directors and officers insurance	\$ —	\$ 1,063
Non-cash Merger financing	\$ —	\$ 2,000
Exchange of DTIH redeemable convertible preferred stock for DTIC Common Stock in	\$ —	\$ 7,193
Issuance of DTIC Common Stock to former holders of DTIH redeemable convertible	\$ —	\$ 10,805
preferred stock in connection with Exchange Agreements	\$ —	\$ 314
Accretion of redeemable convertible preferred stock to redemption value	\$ —	\$ —

Reconciliation of Third Quarter 2024 Adjusted EBITDA

Drilling Tools International Corp.
Reconciliation of GAAP to Non-GAAP Measures (Unaudited)
(In thousands of U.S. dollars and rounded)

	Three Months Ended September 30,	
	2024	2023
Net income (loss)	\$ 867	\$ 4,287
Add (deduct):		
Income tax expense/(benefit)	(439)	2,102
Depreciation and amortization	6,185	5,303
Interest expense, net	1,038	73
Stock option expense	508	—
Management fees	188	295
Loss (gain) on sale property	(19)	—
Loss (gain) on remeasurement of previously held equity interest	361	535
Transaction expense	1,857	124
Other expense, net	579	10
Adjusted EBITDA	\$ 11,125	\$ 12,729

Reconciliation of Third Quarter 2024 Adjusted Free Cash Flow

Drilling Tools International Corp.
Reconciliation of GAAP to Non-GAAP Measures (Unaudited)
(In thousands of U.S. dollars and rounded)

	Three Months Ended September 30,	
	2024	2023
Net income (loss)	\$ 867	\$ 4,287
Add (deduct):		
Income tax expense/(benefit)	(439)	2,102
Depreciation and amortization	6,185	5,303
Interest expense, net	1,038	73
Stock option expense	508	—
Management fees	188	295
Loss (gain) on sale of property	(19)	—
Unrealized (gain) loss on equity securities	361	535
Transaction expense	1,857	124
Other expense, net	579	10
Gross capital expenditures	(3,366)	(12,159)
Adjusted Free Cash Flow	<u>\$ 7,757</u>	<u>\$ 570</u>

Reconciliation of Third Quarter 2024 Adjusted Net Income

Drilling Tools International Corp.
Reconciliation of GAAP to Non-GAAP Measures (Unaudited)
(In thousands of U.S. dollars and rounded)

	Three Months Ended September 30,	
	2024	2023
Net income (loss)	\$ 867	\$ 4,287
Transaction expense	1,857	124
Income tax expense/(benefit)	(439)	2,102
Adjusted Income Before Tax	\$ 2,285	\$ 6,513
Adjusted Income tax expense	2,345	(2,143)
Adjusted Net Income	\$ 4,630	\$ 4,370
Accumulated dividends on redeemable convertible preferred stock	—	—
Adjusted Net income available to common shareholders	\$ 4,630	\$ 4,370
Adjusted Basic earnings per share	\$ 0.14	\$ 0.15
Adjusted Diluted earnings per share	\$ 0.14	\$ 0.15
Basic weighted-average common shares outstanding	33,072,097	29,768,568
Diluted weighted-average common shares outstanding	33,547,056	30,043,546

Reconciliation of 2024 Outlook

Drilling Tools International Corp.
Reconciliation of Estimated Consolidated Net Income to Adjusted EBITDA
(In thousands of U.S. dollars and rounded)
(Unaudited)

	Twelve Months Ended December 31, 2024	
	<u>Low</u>	<u>High</u>
Net Income	\$ 2,500	\$ 4,500
Add (deduct)		
Interest expense, net	2,500	2,800
Income tax expense	200	800
Depreciation and amortization	24,000	25,000
Management fees	700	750
Other expense	300	550
Stock option expense	2,200	2,300
Transaction expense	5,600	6,300
Adjusted EBITDA	\$ 38,000	\$ 43,000
Revenue	145,000	155,000
Adjusted EBITDA Margin	26%	28%

Reconciliation of 2024 Outlook

Drilling Tools International Corp.
Reconciliation of Estimated Consolidated Net Income to Adjusted Free Cash Flow
(In thousands of U.S. dollars and rounded)
(Unaudited)

	Twelve Months Ended December 31, 2024	
	Low	High
Net Income	\$ 2,500	\$ 4,500
Add (deduct)		
Interest expense, net	2,500	2,800
Income tax expense	200	800
Depreciation and amortization	24,000	25,000
Management fees	700	750
Other expense	300	550
Stock option expense	2,200	2,300
Transaction expense	5,600	6,300
Gross capital expenditures	(20,000)	(22,000)
Adjusted Free Cash Flow	\$ 18,000	\$ 21,000
Adjusted Free Cash Flow Margin	12%	14%

Reconciliation of 2024 Outlook

Drilling Tools International Corp.
Reconciliation of Estimated Consolidated Net Income to Adjusted Net Income
(In thousands of U.S. dollars and rounded)
(Unaudited)

	<u>Twelve Months Ended December 31, 2024</u>	
	<u>Low</u>	<u>High</u>
Net income (loss)	\$ 2,500	\$ 4,500
Transaction expense	\$ 5,600	\$ 6,300
Income tax expense	200	800
Adjusted Income Before Tax	\$ 8,300	\$ 11,600
Adjusted Income tax expense	600	1,800
Adjusted Net Income	\$ 7,700	\$ 9,800