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under the Securities Exchange Act of 1934
Subject Company: ROC Energy Acquisition Corp.
(File No. 001-41103)



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SPAC filed a preliminary proxy statement / prospectus / consent solicitation statement with the SEC on February 14, 2023, and an amendment thereto on April 3, 2023, which will be mailed to its shareholders once definitive. interested persons are advised to read the preliminary proxy statement / prospectus / consent solicitation statement and the amendments thereto and the preliminary proxy statement / prospectus / consent solicitation statement and the amendments thereto and the proposed business combination, as these materials will contain important information about Drilling Tools, SPAC and the proposed business combination. When available, these materials will be mailed to record date to be established for voting on the proposed business combination. Shareholders will also be able to obtain copies of the preliminary proxy statement / prospectus / consent solicitation statement, the definitive | consent solicitation statement and other documents filed with the SEC, without charge, once available, at the SEC's website at www.sec.gov, or by directing a written request to SPAC at WINSTON & STRAWN LLP, 800 CAPIT TX 77002.

Participants in the Solicitation for the Proposed Business Combination: SPAC and its directors and executive officers may be deemed participants in the solicitation of proxies from SPAC's shareholders with respect to the list of the names of those directors and executive officers and a description of their interests in SPAC is contained in SPAC's Registration Statement on Form S-1, as effective on December 1, 2021, which was filed with the S the SEC's web site at www.sec.gov, or by directing a written request to SPAC at WINSTON & STRAWN LLP, 800 CAPITOL STREET, SUITE 2400, HOUSTON, TX 77002. Additional information regarding the interests of such par preliminary proxy statement / prospectus / consent solicitation statement for the proposed business combination when available. Drilling Tools and its members and executive officers may also be deemed to be participant the shareholders of SPAC in connection with the proposed business combination. A list of the names of such members and executive officers and information regarding their interests in the proposed business combination statement / prospectus / consent solicitation statement for the proposed business combination when available.





DRILLING TOOLS ON INTERNATIONAL

Transaction Summary
Business Overview
Financial Overview and Growth Opportunities
Valuation
Question & Answer Session
Appendix
(DRILLING TOOLS* INTERNATIONAL



ROC Energy Acquisition Corporation's Investment Thesis





Transaction Summary

(\$Millions, except where otherwise noted)

Estimated Sources and Uses

Sources	
Rollover Equity	\$198
SPAC Cash in Trust (1)	209
PIPE Proceeds ⁽²⁾	45
Cash from Balance Sheet ⁽³⁾	2
Total Sources	\$455

Uses	
Cash to Selling Common Shareholders	\$
Rollover Equity	198
Retirement of DTI Preferred Equity	11
Paydown of DTI Indebtedness ⁽³⁾	18
Estimated Fees & Expenses(4)	10
Cash to Balance Sheet	217
Total Uses	\$455

- 1) Before the impact of any potential redemptions by ROC Energy's existing shareholders. Actual results in connection with the business combination may differ. Cash in trust available at the consummation of the business combination expected to be higher than \$209 million due to interest accrued on trust investments, net of any ROC tax payments.
- Based on proposed transaction.
- B) Based on December 31, 2022 financials.
- 4) Estimated Total Transaction Expenses for both ROC Energy and DTI.
- Pro forma share count assumes 0% redemption by ROC Energy's existing shareholders and includes 19.63 million shares to existing DTI shareholders, 22.77 million ROC Energy public shares (including 20.70 million public shares and 2.07 public rights), 5.18 million ROC Energy founder shares, 0.18 million ROC Energy representative founder shares held by EarlyBird Capital, 4.46 million PIPE shares and 0.88 million ROC Energy Private Placement shares (including 0.80 million private placement shares and 0.08 private placement rights).
- placement rights).

 6) With respect to Non-GAAP financial measures, see "Non-GAAP Financial Measures" on page 3.
- Under certain conditions outlined in the definitive legal documents for the business combination, the founder shares will be reallocated.

Pro Forma Valuation

Share Price (\$ per share)

(x) Shares Outstanding (millions)⁽⁵⁾

Pro Forma Equity Value

Less: Pro Forma Cash

Plus: Pro Forma Debt

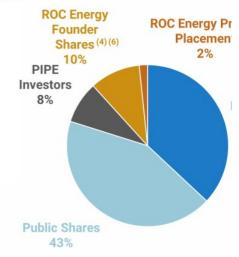
Pro Forma Enterprise Value

to 2023E Adj. EBITDA (6)

2023E Adj. EBITDA

Pro Forma Ownership

 Common equity holders are rolling 100% of their s Transaction



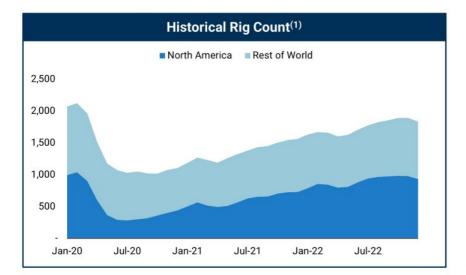


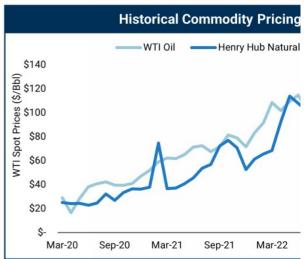
Note: Due to rounding numbers presented herein may not sum precisely to the totals provided.

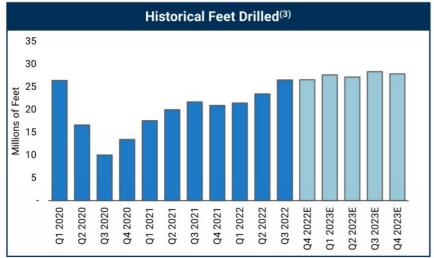


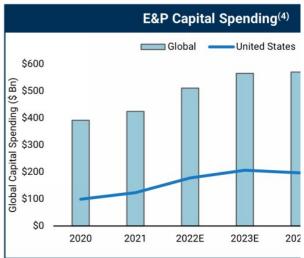
Significant Industry Tailwinds & Supportive Macro Backd

A combination of elevated commodity prices, increased rig count and capital spending creates a highly constructive ma









DRILLING TOOLS INTERNATIONAL

1) Baker Hughes; 2) Energy Information Association; 3) Spears Directional Drilling Market Report – Q3 2022. Only includes number of feet drilled through reservoir rock, exclude 4) Rystad

Reiterating 2023 Financial Outlook

Maintaining outlook for robust growth and profitability in 2023

- ✓ Reiterating 2023 financial outlook⁽¹⁾
- ✓ Maintained outlook despite ongoing volatility in commodity price and macro enviro
- ✓ Evidences resiliency of business margin and blue-chip customer base
- ✓ On target to achieve attractive margins and growth in 2023
- ✓ Revenue and Adjusted EBITDA forecasted to grow 26% and 35% vs. 2022, respecti
- Exhibiting strength across the product lineup
- ✓ Reiterating product-level EBITDA margins

Key Guidance Summary

Metric	Guidance	Status
Revenue (\$ million)	\$163.8	1
Adjusted EBITDA (\$ million)	\$58.0	✓
Adjusted EBITDA Margin	35.4%	✓
Free Cash Flow (\$ million)	\$18.6	✓

[✓] Denotes reiteration of previously communicated financial forecast



1) Reflects financial outlook communicated on February 14, 2023

DTI is a Leading Rental Provider of Mission Critical Drilling To

A platform developed and designed to keep up with the ever-changing requirement of our customers

65,000+

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

Global

DTI has a global footprint, with a presence and service capabilities in all major U.S. basins

~40 years

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

4 seg

DTI opera diverse s including Dir Rentals, Optimiza Premium To

22(1)

DTI operates from 22 service centers, shops, distribution and repair centers

Permian

DTI has an extensive footprint across the prolific Permian Basin including Midland & Delaware

35,840 SF

DTI operates a 35,840 square foot manufacturing & repair facility located in Louisiana

~\$130

2022 reflec Com establis









The Rental Tool Business & DTI's Value Proposition

Why do E&P operators and some service providers prefer to rent rather than buy?

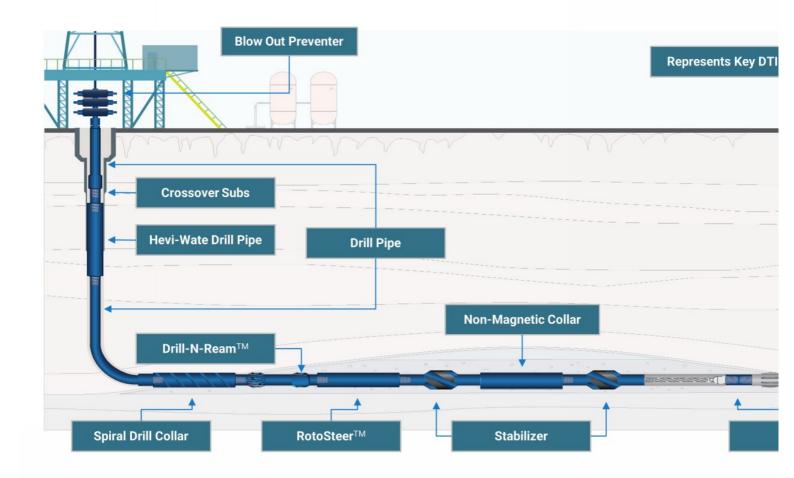
Given the complexity of modern drilling, completions and workover programs, most drillers and service providers prefer to focus or and rely on third-parties for the rental, repair, inspection and inventory management of downhole drilling tools

Topic	Customer Challenges	DTI's Value-Additive So	
Outsources Logistics, Inspection, Storage and Maintenance	Customers lack the willingness, resources and/or experience to track, transport, store, maintain and inspect tubing, drill pipe and other equipment	DTI has the resources to make renting reliable and economical choice for cus large physical infrastructure, proprietar management system, as well as neede and hardfacing to support the fleet of r	
Eliminates Equipment Redeployment Risk	Inefficient to own comprehensive fleet of expensive equipment specifically designed for formations / regions	By serving a broad customer base, DTI deploy specialized equipment across n regions	
Immediate Equipment Availability	Modern well designs require highly specialized equipment that is not typically carried on drilling or workover rigs	DTI owns a wide variety of equipment a 24/7, along with extensive machining c meet customer needs	
Fill Equipment Supply Gaps	Many drillers and well service providers maintain only a small core set of tubing and drill pipe	DTI's inventory includes equipment req reach laterals as well as a range of spe products that are needed to withstand unconventional wells	
Focus Capex On Core Operations	Industry shift towards lean capital programs	DTI's rental equipment allows operator investment on core businesses	
Simplifies Working Interest Partner Expense Allocation	The perception of excessive charges can lead to disputes among working interest partners	DTI as a service provider eliminates the operator to charge working interest par fee for the purchase of equipment	

DRILLING TOOLS°

Expansive Offering to Supply Drilling Tools Required in a Typical Job

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





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

Leading provider of downhole drilling equipment rentals to North American onshore and offshore markets, as well as se locations, with a highly competitive suite of differentiated products serving blue-chip E&P operators and large oilfield se

Core Product and Service Offering

Directional Tools Rental ("DTR")



60% of 2022 Revenue

- Rental tools used in bottom hole assemblies ("BHA") adjacent to the drill bit
- More than 30 categories of tools, including:
 - Stabilizers
 - Drill Collars
 - Roller Reamers
 - Hole Openers
 - Downhole Filters
 - Sub Assemblies
 - Drilling Accessories

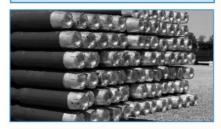
Wellbore Optimization Tools



20% of 2022 Revenue

- Sole North American distributor of the patented Drill-N-ReamTM, a proprietary and patented wellbore conditioning tool
- Distributor of composite casing centralizers and specialty roller reamers
- Emerging products include RotoSteer[™] and DrillSafe[™] Float Valve for Managed Pressure Drilling

Premium Tools ("Premium")



18% of 2022 Revenue

- Complete inventory of necessary handling tools for running workstrings
- Offers tubulars for drilling, workover and completion operations including:
 - Drill Pipe
 - Drill Collars
 - Kellys
 - Pup Joints
 - Tubing
- American Petroleum Institute ("API") blowout preventers ("BOPs") and related pressure control accessories

Other Pro



3% of 2

- Downhole offers ins provides t tool life ar compone
- Technical provides e and produ
- Product S
 - Downł
 - ComplTools
- Emerging
 Team inco
 businesse
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Source: Company financials and management estimates

1) Net of eliminations.

How Did We Get There? DTI Has a Long History of Success

DTI's history began in 1984 when it was founded as Directional Rentals to provide equipment to offshore drillers

- In 2012, Hicks Energy Partners acquired a majority interest in Directional Rentals before merging with Allegiant Tool & Machine
- Since then, DTI has focused on strategically acquiring inventory and business units to become a leader in drilling tool rentals

1984

- Founded as Directional Rentals
- Primarily rented stabilizers and subassemblies to offshore directional drillers in the Gulf of Mexico ("GoM")

2009

- Opened Houston, TX and Casper, WY offices
- Mike Domino joined the management team

2013

- Acquired Schlumberger's downhole tools inventory
- Wayne Prejean and David Johnson joined management team as CEO and CFO, respectively

2016

- Substantially increased market share in North America
- Established partnership with manufacturer of patented Drill-N-Ream[™]tool

2018

· Acquired:

Tools

- Premium Tools
- RIK, Incorporated
- Stinger Production Valve
- Friction Reduction
- Cajun Plugs, a dissolvable frac plug

1991

 Expanded offering to include nonmagnetic drill collars and subassemblies

2012

- Hicks acquired majority interest in DTI
- -~5,000 tools
- Locations: 4
- Purchased NOV tools, significantly increasing scale and capabilities

2014

- Acquired Reamco, adding offshore tools and tool repair capabilities
- Rebranded as Drilling Tools International, Inc.
- Established Quality Assurance team and began API certification process

2017

- Drill-N-Ream[™] average monthly revenues exceed \$1 million
- Launched Downhole Inspection Solutions
- Achieved leading market share in offshore GoM, growing from 1 rig in 2013 to 12 rigs in 2017



DTR s

Development

Development

Development

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Our Proven Track-Record in Executing & Integrating M&A

Management boasts a proven track record in strategic acquisitions highlighted by the integration of 4 businesses since

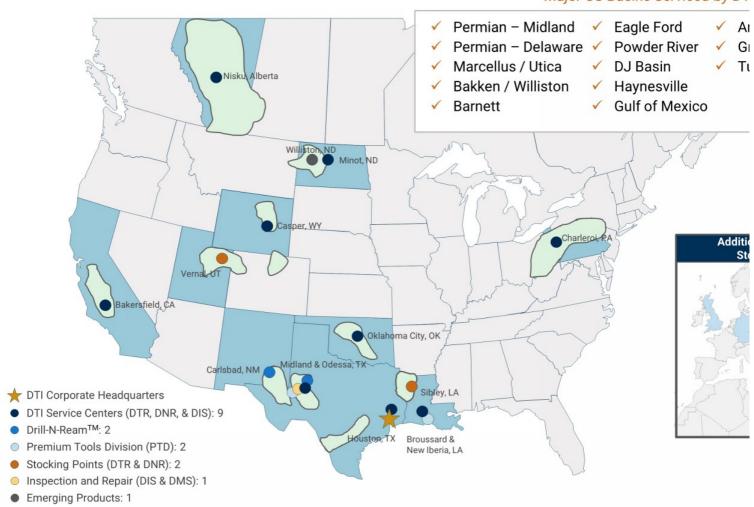
Select Acquisitions Schlumberger PREMIUM **Target Rental Tools** Year 2013 2014 2018 **Acquired** Full-service drill pipe Purchased their entire Manufactures, rents and Provi North American fleet of refurbishes downhole rental tool division drillin **Bottom Hole Assembly** drilling tools and related specializing in direc products equipment for drilling, Components in comp workover, completions exchange for a 4-year custo and well intervention supply agreement basir Enabled DTI to enter the Perm offshore market by Mour Original agreement using the Reamco Description extended and is still in facility and API license effect through 2024 to accelerate path to quickly capture leading market share



Scale Matters: Operations Across All Major Operating Bas North America

18 service centers, shops, distribution and repair centers located strategically across North America to service all major providing solutions with minimal logistics required

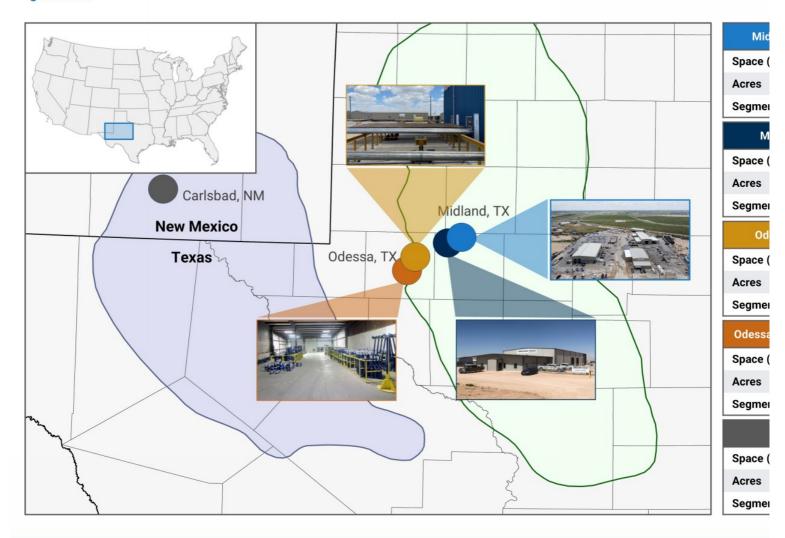
Major US Basins Serviced by DT



DRILLING TOOLS®
INTERNATIONAL

Strong Permian Presence in both Midland and Delaware Bas

DTI has an extensive footprint within the Permian Basin, providing numerous services to clients operating in one of the I gas basin



DRILLING TOOLS®
INTERNATIONAL

Includes aggregate square footage from five buildings
 Downhole machining solutions.

Modernized Manufacturing and Repair Facility

35,840 square foot facility located on a ten-acre campus in Broussard, Louisiana

- · Machine and repair equipment ensures product quality, increases product life and improves fleet utilization
- Facility equipment includes hollow spindle lathes, CNC mills, racking systems, manual lathes and in-house drill collar s
- Machine shop reworks drill collars and hevi-wate drill pipe, spiraling of drill collars and anti-galling zinc phosphate app threading connections
- · A full-service welding and hard facing operation to support manufactured tools and enhance rental tool life
- Ability to manufacture most of our rental tools enables cost reduction and control of supply chain for rental





Raw Materials From Mill

DTI Manufacturing Facility

Tools Added

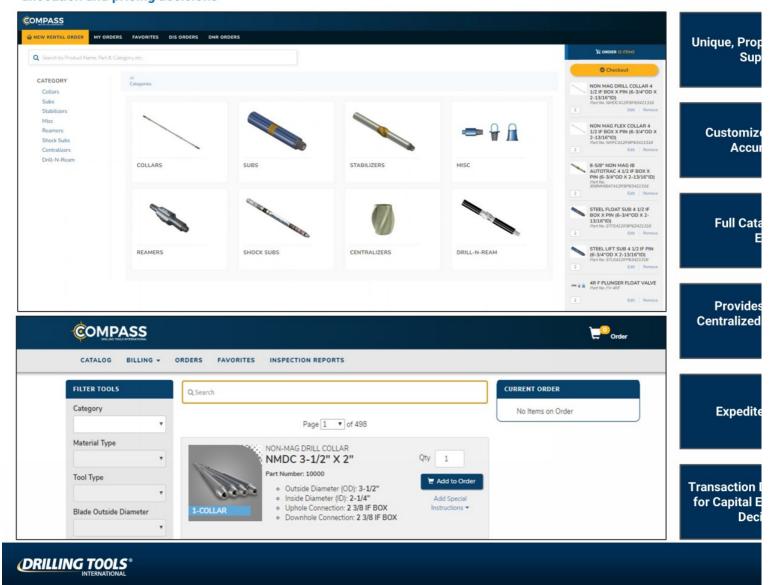


Damaged Tools



DTI's COMPASS Order Management System = Key Different

DTI's proprietary customer order management system provides valuable information to the company for use in making allocation and pricing decisions



ESG + Safety Are Integral to Our Success



DTI is committed to environmental stewardship by:

- Performing continuous evaluations and implementing control measures to ensure m waste
- ✓ Striving for the highest levels of operational proficiency to reduce rework, use of che
- ✓ Actively promoting recycling including extensive rental tool recycling and refurbishm
- Pursuing opportunities to redeploy equipment in support of energy transition market geothermal, carbon capture and storage, as well as other renewable projects



The wellbeing of employees, customers, and suppliers is rooted in DTI's operations:

- Identify and control exposures that can injure people, interrupt production, or damage property, equipment and material
- Contributes to the welfare of employees and local communities through active participation in numerous outings and charity events





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

- ✓ Executive accountability through the election of an independent board⁽²⁾
- ✓ Strong internal controls
- ✓ Complying with federal, state, and local regulations



Overview of DTI's Core Product and Service Offering

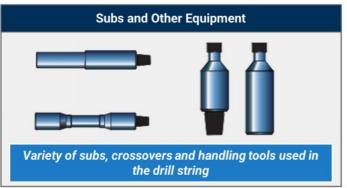
(\$Millions)

Product / Service Offering 2020A - 2023E Revenue Profile **Key Products / Features** Stabilizers (standard, directional, Roller ream \$100.7 integral blade, sleeve type, motor / \$78.0 Hole opene MWD and RSS sleeve) **Directional Tools** \$47.6 Pup joints \$41.2 Subs (rotary, side entry, reduced Rental section, crossover, top drive saver) Hardfacing Steel drill collars Non magne 2020A 2021A 2022A 2023E \$26.2 \$25.3 Specialty ro Unique and value add products \$17.8 \$15.8 deployed by a focused group of field Composite Wellbore sales and service professionals DrillSafe™ 1 **Optimization Tools** Patented Drill-N-Ream™ Wellbore managed pr Conditioning tool Emerging R 2020A 2021A 2022A 2023E \$31.9 Drill pipe and Hevi-Wate drill pipe **BOPs** \$22.7 Drill collars Accumulato **Premium Tools** Kellys Hoses \$8.9 \$6.3 Pup joints Flanges **Tubing** Range of ha 2020A 2021A 2022A 2023E \$5.6 Technical services group Downhole in \$5.0 destructive Sustaining engineering - research \$3.5 Other Products and Magnetic and product development \$1.8 penetrant Services(1) Product sales (downhole tool and Ultrasonic completion and production tools) Emerging product launch team Electro m 2020A 2021A 2022A 2023E

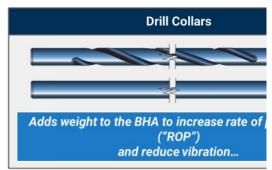


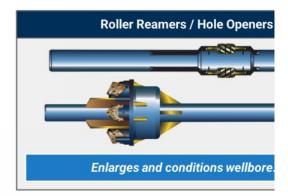
Overview of Directional Tool Rentals Key Equipment













Overview of Wellbore Optimization Tools

Specialty tools division with a focused group of field sales and service professionals providing rig site visits and custom consistent product performance and customer satisfaction

Products Offered

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

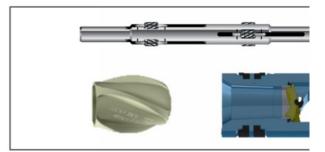
- Patented technology allows the tool to maintain a market leading position
- Numerous benefits to the customer
- Allows operators to extend length of wellbore at a lower cost

Substantial Improvements in Wellbore



Specialty Reamers, Casing Centralizers, DrillSafe™ **Float Valves**

- · Sealed bearing roller reamers
- Distributor for casing centralizers
- Specialty pressure control drill stem valve for managed pressure drilling



Emerging Technology "RotoSteer™"

- 2022: finalized development
- 2023: Commercially launched Jan 2023
- Improves ROP, reduces torque and drag and eliminates slides
- · Applicable to hundreds of locations





1) DTI distributes the DNR pursuant to a distribution agreement with Superior Drilling Products, Inc., the owner of the relevant patent.

Overview of Premium Tools Key Equipment

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

Tubulars



- Drill Pipe 2 ⁷/₈ to 5 ¹/₂ inch API bottleneck, slimhole, 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 pumpins

API BOPs and Pressure 0



- Blowout Preventers 5M,
- Accumulators diesel, ele
- Hoses high pressure, fire flex
- Spools spacers, adaptor
- Double Studded Adaptors
- Gate Valves manual, hyd
- Chokes manual adjustal
- Manifolds skid mounted assembled to specification
- Flanged Accessories tea and studded)
- Stud Bolts B7M H₂S serv
- Chicksan Iron loops, swi

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Other Products and Services

Products Offered

Internal Support Services and Emerging

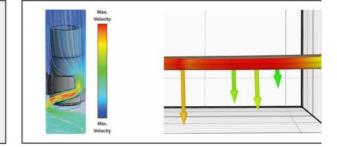
Downhole Inspection Solutions

- 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



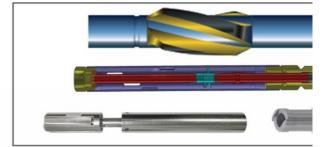
Technical Services Group

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



Product Sales

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



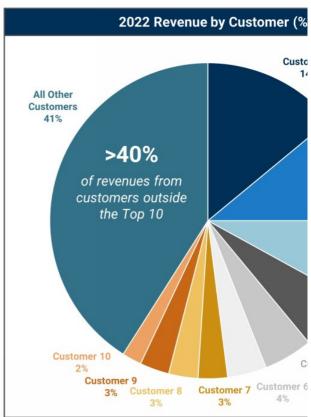


Blue-Chip Customer Base Across E&Ps & OFS Companies

DTI has established an exceptional customer base that includes blue-chip E&P operators and many of the largest oilfield companies

- · First-call supplier for leading oilfield service providers in North America
- Over the last decade, DTI has actively expanded its customer base to further diversify its customer mix
 - In 2022E, DTI's largest customer is expected to represent 14% of revenue, down from ~35% in 2016
- DTI's ten largest customers represented less than 60% of 2022 revenue

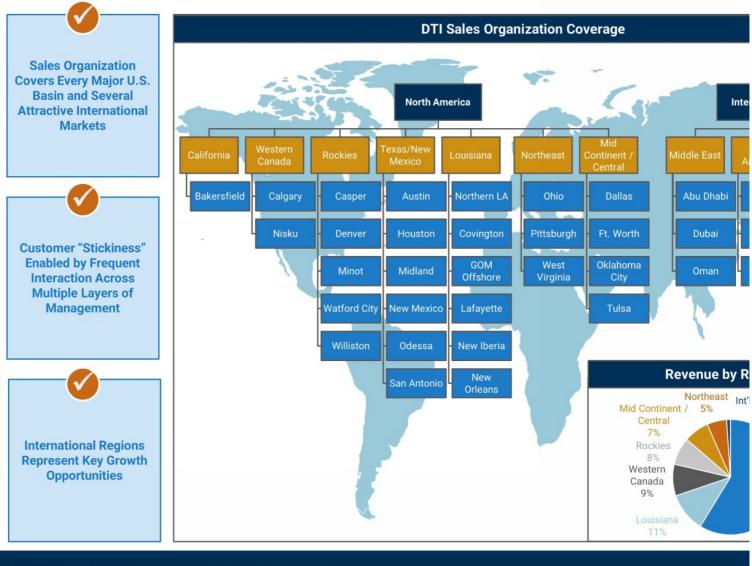




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DTI Sales Team Covers Global Markets

The Sales and Corporate Strategy teams cover customer decision makers at all organizations levels, globally



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1) January 1, 2022 through December 31, 2022, expected.

Significant Upside Through Continued Consolidation

DTI believes that its established M&A framework and robust M&A pipeline will allow it to rapidly consolidate the oilfield industry

• Has reviewed more than 100 potential acquisition targets, with approximately 20 targets in the current pipeline, 10 of videntified as addressing a near-term strategic priority



Experience Matters! – The DTI Leadership Team

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



Wayne Prejean
President & Chief
Executive Officer



Mike Domino
President, Directional Tool
Rentals Division



David Johnson Chief Financial Officer



Jim R VP, Premii



Aldo Rodriguez
VP of Sales & Corporate
Development



Trent Pope
VP, Business Development
Wellbore Optimization Group



Rick Young VP, QHSE & Corporate Support



Ashley VP, Internation Develop



David Cotten
Director,
Technical Services



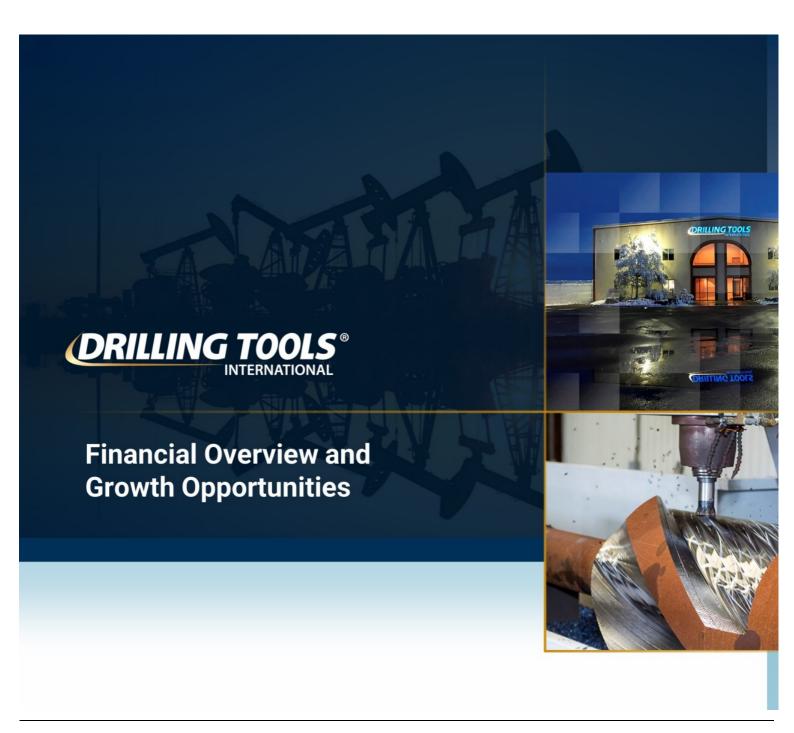
Chris Conner General Manager, Downhole Inspection Solutions



Veda Ragsdill Director, Human Resources

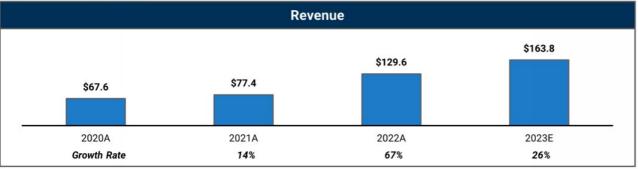


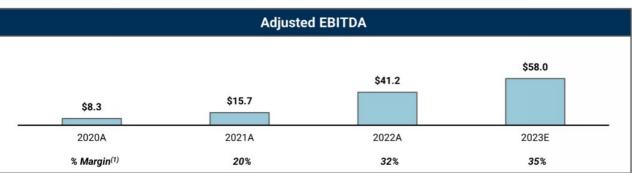
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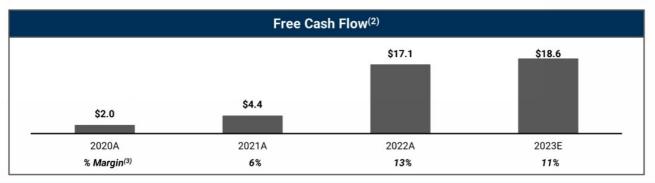


Attractive Financial Profile

Generated positive Adjusted EBITDA margins and cash flow through the pandemic, and now boasts among the top marg profiles in the industry







EBITD Transla Free Ge

Cor

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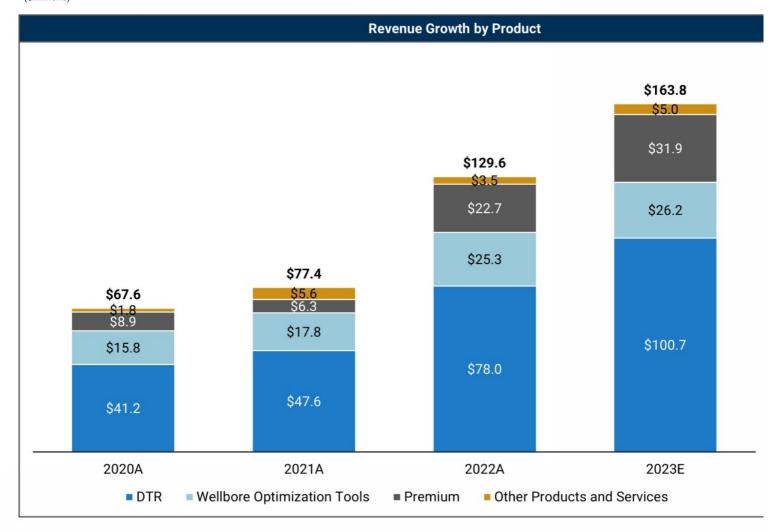
Increas



ce: Company financials and management estimates. Adjusted EBITDA divided by revenue in the corresponding year Adjusted EBITDA less Maintenance and Growth CapEx. Free Cash Flow divided by Revenue in the corresponding year.

Strong Growth Driven by all DTI Products...

(\$Millions)

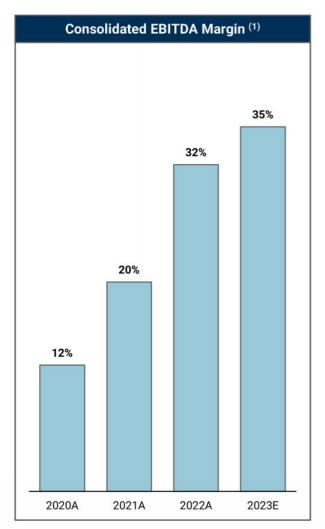


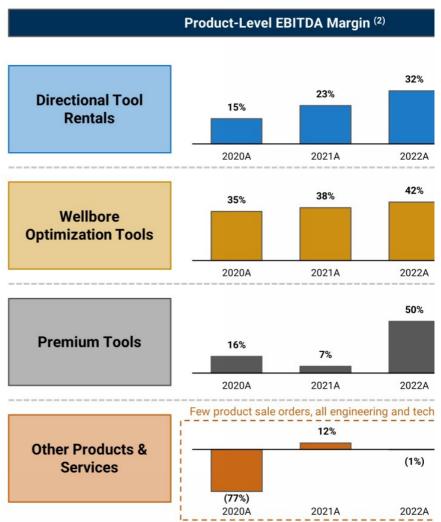
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Source: Company financials and management estimates.

Note: Due to rounding numbers presented herein may not sum precisely to the totals provided.

...Driving Consistently Attractive Margins



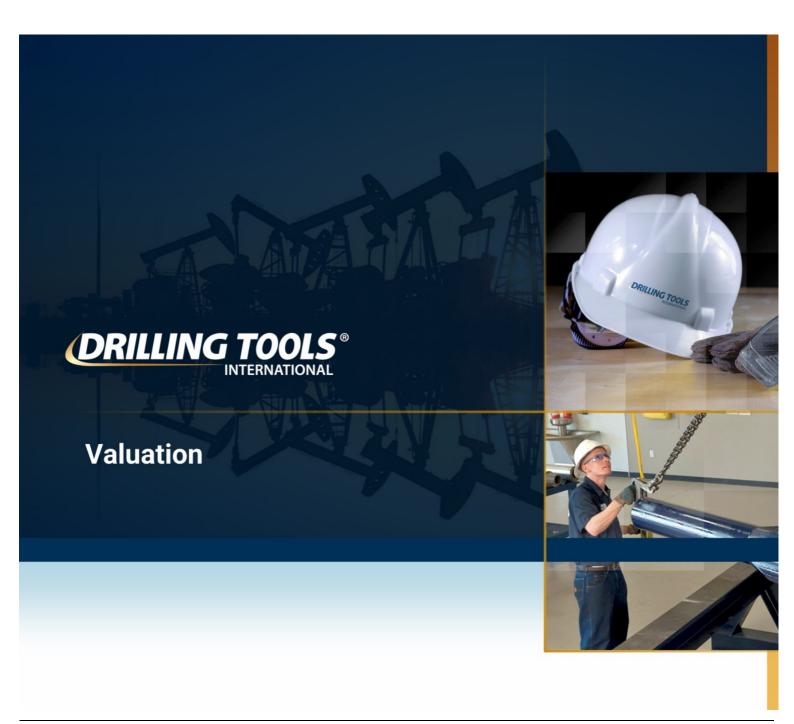




Source: Company financials and management estimates.

1) Includes full burden of corporate expenses.

2) Excludes corporate expense burden.



Transaction Summary

(\$Millions, except where otherwise noted)

Estimated Sources and Uses

Sources	
Rollover Equity	\$198
SPAC Cash in Trus(1)	209
PIPE Proceeds ⁽²⁾	45
Cash from Balance Sheet ⁽³⁾	2
Total Sources	\$455

Uses	
Cash to Selling Common Shareholders	\$
Rollover Equity	198
Retirement of DTI Preferred Equity	11
Paydown of DTI Indebtedness ⁽³⁾	18
Estimated Fees & Expenses4)	10
Cash to Balance Sheet	217
Total Uses	\$455

Before the impact of any potential redemptions by ROC Energy's existing shareholders. Actual results in connection with the business combination may differ. Cash in trust available at the consummation of the business combination expected to be higher than \$209 million due to interest accrued on trust investments, net of any ROC tax payments.

Based on illustrative transaction

Based on December 31, 2022 financials.

Estimated Total Transaction Expenses for both ROC Energy and DTI.

Pro forma share count assumes 0% redemption by ROC Energy's existing shareholders and includes 19.63 million shares to existing DTI shareholders, 22.77 million ROC Energy public shares (including 20.70 million public shares and 2.07 public rights), 5.18 million ROC Energy founder shares, 0.18 million ROC Energy representative founder shares held by EarlyBird Capital, 4.46 million PIPE shares and 0.88 million ROC Energy Private Placement shares (including 0.80 million private placement shares and 0.08 private

placement rights). With respect to Non-GAAP financial measures, see "Non-GAAP Financial Measures" on page 3.

Under certain conditions outlined in the definitive legal documents for the business combination, the founder shares will be reallocated.

Pro Forma Valuation

Share Price (\$ per share)

(x) Shares Outstanding (millions) (5)

Pro Forma Equity Value

Less: Pro Forma Cash

Plus: Pro Forma Debt

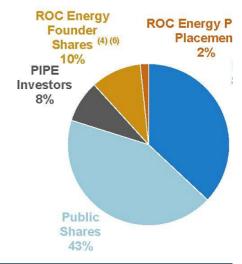
Pro Forma Enterprise Value

to 2023E Adj. EBITDA)

2023E Adj. EBITDA

Pro Forma Ownership

Common equity holders are rolling 100% of their s Transaction





Note: Due to rounding numbers presented herein may not sum precisely to the totals provided

A Differentiated Pro Forma Balance Sheet

Upon close, DTI expects to have zero debt, significant cash, and a streamlined warrant-less capital structure

- Expected zero debt
- ✓ Expected significant cash
- No warrant overhang
- ✓ Streamlined capital structure
- ✓ Dry powder to execute further M&A
- ✓ Significant advantage vs. OFS peers

- Upon closing, DTI expects to p current indebtedness and comwith zero debt
- Significant cash position expect from rollover equity plus potent from common equity PIPE and trust
- Unlike many sponsors, ROC A Corp has no warrants, resulting streamlined and highly flexible structure upon close
- Result -> A Sturdy Balan empowering continued growth creation



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Peer Valuation and Operating Metrics

Robust financial performance and attractive valuation vs. peers

		DRILLING TOOLS (1)	TechnipFMC	Cactus	EXPRO	OIL STAT
Metrics	Equity Value (\$MM)	\$536	\$6,142	\$3,422	\$2,063	\$530
	Enterprise Value (\$MM)	\$319	\$6,551	\$3,569	\$1,863	\$644
Trading Metrics	EV / 2022A EBITDA	7.8x	10.1x	10.9x	9.0x	8.7x
	EV / 2023E EBITDA	5.5x	7.6x	8.4x	6.3x	6.6x
	2020A – 2023E Revenue CAGR	34.3%	4.6%	35.0%	12.1% ⁽³⁾	10.2%
Operating Metrics	2020A – 2023E EBITDA CAGR	91.2%	29.6%	42.0%	39.4% ⁽³⁾	55.3%
	2023E EBITDA Margins	35.4%	11.6%	33.8%	19.7%	11.5%
	2023E Free Cash Flow Margin ⁽⁴⁾	11.3%	8.2%	30.9%	12.5%	8.5%
Balance Sheet	Net Debt ⁽⁵⁾ / 2022A EBITDA	(5.3x)	0.6x	0.4x	(1.0x)	1.5x

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Source: Bloomberg, Capital IQ and company filings. Market data as of April 12, 2023.

1) EBITDA includes full burden of corporate expenses. Pro forma for illustrative transaction found on page 37.

2) Pro forma for FlexSteel acquisition announced on January 3, 2023 and January 13, 2023 equity issuance.

3) Pro forma for business combination with Franks International.

EBITDA less Total CapEx divided by Revenue
 Total Debt less Cash and Cash Equivalents.





Reconciliation of Adjusted EBITDA

(\$ in thousands)	2020A	2021A	2022A
Net income	\$(18,525)	\$2,101	\$21,080
Interest expense, net	2,954	1,229	477
Income tax expense/(benefit), net	(5,034)	(209)	3,697
Depreciation and amortization	23,814	21,718	19,709
Intangible impairment	3,869	-	-
Stock option expense	158	32	-
Monitoring fee	718	291	449
Reclassification from operating to other expense	39	-	-
Other expense/(income)	77	233	(4,218)
Unrealized loss - trade securities	247	(157)	-
Loss/(gain) on non-op assets	(23)	(25)	(32)
PPP loan forgiveness	-	(8,575)	
Real estate sales proceeds	:=:	(899)	-
Adjusted EBITDA	\$8,294	\$15,739	\$41,163



Source: Company financials and management estimates. DTI is a December year-end company. Note: Due to rounding numbers presented herein may not sum precisely to the totals provided.

Risk Factors

Risk Factors Summary

Certain factors may have a material adverse effect on our business, financial condition and results of operations. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospec affected. In that event, the trading price of our common stock following the business combination could decline, and you could lose part or all of your investment.

Risks Relating to Our Business and Industry

Certain factors may have a material adverse effect on our business, financial condition and results of operations. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospec affected. In that event, the trading price of our common stock following the business combination could decline, and you could lose part or all of your investment.

Potential investors are encouraged to review the "Risk Factors" section of SPAC's proxy statement/registration statement on Form S-4.

Risks Relating to Our Business and Industry

- We are dependent upon the level of activity in the oil and gas industry, which is volatile and has caused, and may in the future cause, fluctuations in our operating results. Volatility and declines in oil and gas prices may condition and results of operation.
- We operate in a highly competitive industry, and the introduction of new products and technologies by our competitors, as well as the expiration of the intellectual property rights protecting our products and technologies earnings.
- · We are dependent on a relatively small number of customers in a single industry. The loss of an important customer could adversely affect our results of operations and financial condition.
- A portion of our revenue is derived from our non-United States operations and sales, which exposes us to additional risks inherent in doing business in other countries.
- If we fail to continue to improve and enhance the functionality, performance, reliability and design of our products in a manner that responds to our customers' evolving needs, our business may be adversely affected.
- Quality inconsistency, defects and product failures could harm our reputation and adversely affect our business, financial condition, results of operations and prospects.
- We may be unable to manage our growth effectively.
- A financial downturn could negatively affect our business, results of operations, financial condition and liquidity.
- · Inflation may increase the cost of operations beyond what we can recover through price increases.
- Events outside of our control, including an epidemic or outbreak of an infectious disease, such as COVID-19, may materially adversely affect our business.
- Cyberattacks or other failures in telecommunications or IT systems could result in client or proprietary information theft, data corruption and significant disruption of our business operations. Our services may be perce curtail or stop using our services and we may incur significant legal and financial exposure and liabilities.
- · If we fail to attract and retain qualified management and skilled technical personnel, our business may be adversely affected.
- We may incur indebtedness following the business combination that could adversely affect our business.
- The terms and covenants in our existing indebtedness restrict our ability to engage in some business and financial transactions, which could adversely affect our business.

Risks Relating to Legal and Regulatory Matters

- We could be adversely affected if we fail to comply with any of the numerous existing or future federal, state, local and foreign laws, regulations and policies that govern environmental protection, manufacturing and oth
- The legal and regulatory landscape concerning oil & gas is complex and constantly changing. The adoption of any future federal, state, local or foreign laws or regulations imposing reporting obligations on, banning or i fracturing, land or offshore drilling, or any other aspect of oil and gas exploration could make it more difficult for our clients to complete natural gas and oil wells, which could have a material adverse effect on our busing financial condition.
- · We may be unable to protect our proprietary rights in our products, technologies and processes.
- · Legislative or regulatory initiatives, conservation measures or technological advances could reduce demand for oil and gas and, in turn, reduce demand for our products.
- · Climate change laws and regulations restricting emissions of greenhouse gasses could result in increased operating costs and reduced demand for our products.
- · Our business exposes us to potential environmental, product or personal injury liability.
- · We may not have adequate insurance for potential environmental, product or personal injury liabilities



Risk Factors (Cont'd)

Risks Relating to Legal and Regulatory Matters

- We could be adversely affected if we fail to comply with any of the numerous existing or future federal, state, local and foreign laws, regulations and policies that govern environmental protection, manufacturing and oth businesses
- The legal and regulatory landscape concerning oil & gas is complex and constantly changing. The adoption of any future federal, state, local or foreign laws or regulations imposing reporting obligations on, banning or i fracturing, land or offshore drilling, or any other aspect of oil and gas exploration could make it more difficult for our clients to complete natural gas and oil wells, which could have a material adverse effect on our busing financial condition.
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- · Climate change laws and regulations restricting emissions of greenhouse gasses could result in increased operating costs and reduced demand for our products.
- · Our business exposes us to potential environmental, product or personal injury liability.
- We may not have adequate insurance for potential environmental, product or personal injury liabilities.

Risks Relating to Ownership of Our Securities

- · We may not meet the expectations of the market or achieve the valuation indicated in our business combination.
- . The price of our securities may be volatile and may trade significantly below the price you pay for them.
- · Our financial projections may not prove to be reflective of actual future results.
- · There may be circumstances in which the interests of our significant stockholders could conflict with the interests of our other stockholders.

Risks Relating to Third-Party Relationships

- Our customers and the third parties with whom we contract are participants in the oil and gas, manufacturing, engineering and various other industries and are therefore subject to a number of risks specific to their indu subjects our business to many of the same risks to which their respective operations are subject.
- If the security measures of the third parties with whom we contract are breached and unauthorized access is obtained to client or proprietary data or our IT systems, we may incur significant legal and financial exposure

