



DIRTT Announces Share Repurchase

CALGARY, Alberta, Feb. 14, 2025 -- DIRTT Environmental Solutions Ltd. ("**DIRTT**" or the "**Company**") (TSX: DRT; OTC: DRTTF), a leader in industrialized construction, announced today that it has entered into a share repurchase agreement (the "**Repurchase Agreement**") with NGEN III, LP ("**NGEN**"), to purchase for cancellation 3,920,844 common shares of DIRTT ("**Common Shares**") currently held by NGEN (the "**NGEN Shares**") at a purchase price of USD\$0.80 per NGEN Share (the "**Share Repurchase**"), which is a discount to the current market price. Upon completion of the Share Repurchase, DIRTT will have 189,643,903 Common Shares outstanding, and NGEN will no longer hold any Common Shares.

Closing of the Share Repurchase will occur as soon as practicable, subject to the satisfaction of customary closing conditions. DIRTT will fund the Share Repurchase with cash on hand that had been marked for share repurchases under the NCIB (defined below). DIRTT remains well positioned to continue funding its ongoing strategic initiatives using cash on hand, operating cash flows and financing facilities available.

The Share Repurchase was overseen by a Special Committee of the board of directors (the "**Board**") comprised of independent directors (the "**Special Committee**"). The Special Committee engaged KPMG LLP ("**KPMG**") to provide a verbal and written fairness opinion stating that, subject to the assumptions, limitations and qualifications therein, the consideration to be paid by DIRTT pursuant to the Repurchase Agreement is fair, from a financial point of view, to DIRTT (the "**Fairness Opinion**"). KPMG was paid a fixed fee for its services in connection with the Share Repurchase. After consideration and analysis of the Share Repurchase, other available alternatives, among other factors, and upon receipt of the Fairness Opinion, the Special Committee determined that the Share Repurchase was in the best interest of DIRTT and recommended the Board approve the transaction.

The NGEN Shares repurchased under the Share Repurchase will be counted against DIRTT's annual normal course issuer bid share limit (the "**NCIB Annual Limit**"). Following completion of the Share Repurchase, the Company's outstanding NCIB Annual Limit will be 3,422,494.

ABOUT DIRTT

DIRTT is a leader in industrialized construction. DIRTT's system of physical products and digital tools empowers organizations, together with construction and design leaders, to build high-performing, adaptable, interior environments. Operating in the workplace, healthcare, education, and public sector markets, DIRTT's system provides total design freedom, and greater certainty in cost, schedule, and outcomes. DIRTT's interior construction solutions are designed to be highly flexible and adaptable, enabling organizations to easily reconfigure their spaces as their needs evolve. DIRTT is headquartered in Calgary, AB Canada.

FOR FURTHER INFORMATION, PLEASE CONTACT

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FORWARD-LOOKING STATEMENTS

Certain statements contained in this news release are "forward-looking statements" within the meaning of "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934 and "forward-looking information" within the meaning of applicable Canadian securities laws. All statements, other than statements of historical fact included in this news release are forward-looking statements. When used in this news release, the words "anticipate", "expect", "intend", "positioned", "may", "will", "should", "would", "could", "can", the negatives thereof, variations thereon and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. In particular, and without limitation, this news release contains forward-looking information pertaining to the Share Repurchase and the terms, benefits, sources of funding, effects and timing thereof.

Forward-looking statements are based on certain estimates, beliefs, expectations, and assumptions made in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that may be appropriate. Forward-looking statements necessarily involve unknown risks and uncertainties, which could cause actual results or outcomes to differ materially from those expressed or implied in such statements. Due to the risks, uncertainties, and assumptions inherent in forward-looking information, you should not place undue reliance on forward-looking statements. Factors that could have a material and adverse effect on our business, financial condition, results of operations and growth prospects include, but are not limited to, risks described under the section titled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC and applicable securities commissions or similar regulatory authorities in Canada on February 21, 2024, as supplemented by our Quarterly Report on Form 10-Q for the quarter ended September 30, 2024. Our past results of operations are not necessarily indicative of our future results. You should not rely on any forward-looking statements, which represent our beliefs, assumptions and estimates only as of the dates on which they were made, as predictions of future events. We undertake no obligation to update these forward-looking

statements, even though circumstances may change in the future, except as required under applicable securities laws. We qualify all our forward-looking statements by these cautionary statements.