

# THE DIRTT CODE

## OUR WAY OF DOING BUSINESS



DIRTT ENVIRONMENTAL SOLUTIONS LTD.

2022 07 29



Hey! We're glad you're here and a part of the DIRT™ team. As part of our team, we need you to help keep DIRT™ a safe, supportive, healthy, respectful and all-around great company. This Code helps us ensure we understand the importance of these values. It covers the actions and behaviors we all must accept and practice as we work toward greatness together. It's the rulebook, guiding light, the everlasting path to success. You get the idea. Bottom line: it's important and needs to be followed.

Please read this Code carefully. If you have any questions, ask the Company's Legal or Talent Teams.\*

## This Code is for You

This Code is for all DIRT™ Team Members, including employees (including temporary staff), directors and officers. It applies whenever you are working for the Company, including when you are working in a DIRT™ Experience Center, office, factory, or remotely; attending Company events; or representing DIRT™ in the community. Please also remember that your actions outside the work environment may reflect on DIRT™ and affect its reputation.

Honesty and integrity are fundamental to DIRT™. It's our policy to conduct business in accordance with legal and ethical standards.

DIRT™'s culture is built on trust. We are colleagues, stakeholders and team members. We work together; we help and care about each other, our partners and clients; we take great pride in our work; and we do business ethically and responsibly. We rely on each other to speak truthfully, honor commitments, and treat others fairly, with professionalism and respect – and others rely on us to do the same.

We're passionate about improving the world around us. In the same way that honesty and integrity are central to who we are and everything we do, so is our dedication to the environment. Every level of DIRT™ reflects a devotion to the wellbeing of our planet with behaviors that strive to mitigate waste and reduce our carbon footprint. This is a fragile planet, and we only have one. We do our best to take care of it.

Without further ado, here is the Code. We must adhere to the behaviors presented in this Code. Take what's in it to heart.

---

\* But first, here's some important legal stuff. When we say "DIRT™" or the "Company", it means DIRT™ and all of its subsidiaries. This Code of Conduct is referred to as the "Code."

For purposes of this Code, "applicable securities laws and exchange rules" refer to: (a) the Securities Act (Alberta) and the equivalent thereof in each province and territory of Canada in which the Corporation is a "reporting issuer" or equivalent thereof, together with the regulations, rules and blanket orders of the securities commission or similar regulatory authority in each of such jurisdictions (b) the United States Securities Act of 1933, the United States Securities Exchange Act of 1934, and any rules or regulations thereunder; and (c) the rules of each of The Nasdaq Stock Market LLC and the Toronto Stock Exchange, to the extent that any securities of the Corporation are listed on such exchanges.

For the avoidance of doubt, nothing in this Code or any confidentiality or similar agreement is to be interpreted or applied in any way that prohibits, restricts or interferes with an employee's (a) exercise of rights provided under, or participation in, "whistleblower" programs of the U.S. Securities and Exchange Commission (the "SEC") or any other applicable regulatory agency or governmental entity (each, a "Government Body"), or (b) good faith reporting of possible violations of applicable law to any Government Body, including cooperating with a Government Body in any governmental investigation regarding possible violations of applicable law.

This Code was adopted by the Board of Directors (the "Board") of the Company and may be modified at any time.

### Individual Responsibility and Compliance

This Code provides guidance for some situations that may arise, but not all. However, it's your responsibility to exercise good judgment and act in a manner that will reflect favorably upon DIRT and yourself.

### Condition of Employment

Each DIRT employee must become familiar with and agree to comply with this Code, as a condition of employment. Current employees must be provided with a copy of this Code following its adoption, and all new employees must be provided with a copy of this Code at the time their employment commences with the Company. All employees must certify compliance with the Code annually.

### Directors

Each director must become familiar with and comply with this Code. Current directors must be provided a copy of this Code following its adoption, and all new directors must be provided with a copy of this Code at the time of their appointment to serve on the Board. All directors must certify compliance with the Code annually.

## 01 Obey the Law

### **This one is simple: obey the law.**

The same laws that apply outside of our Company apply within it, wherever we operate. This means following the laws, rules and requirements in all jurisdictions in which we do business. Although you are not expected to know every applicable law, it is important that you know to ask questions and seek advice if you have any doubt about the legality of an action taken or not taken as we operate our business. You should also follow all internal policies and rules DIRT puts in place. If any applicable laws conflict with the information in this Code, you must comply with the law. These rules are in place for your and DIRT's protection, and to keep us in line with legal or regulatory requirements.

## 02 Keep DIRT Safe

### **Nothing is more important than having a safe place to work.**

DIRT is committed to conducting its business in compliance with applicable health, safety and environmental laws, rules and regulations, in a manner that holds the health and safety of our people and the environment in the highest regard.

We must each be diligent in preventing accidents and injuries by following safety laws and guidelines and taking the training required to safely perform our respective roles. Promptly report any accidents, injuries or unsafe equipment, practices or conditions to your supervisor, the Talent Team or a member of DIRT leadership, or report it on a confidential basis through the DIRT Integrity Policy. Do not assume someone else will do it. Safety is everyone's job.

As part of our commitment to providing a safe workplace, you are expected to conduct all DIRT business free from the influence of any substance – including alcohol and drugs (including cannabis) – that could adversely affect your job performance or that could put your own or others' safety at risk. You are also expected to manage the use of any medications that have implications for your ability to work safely.

Do not take any actions, or make any threats or gestures toward another person, that are likely to cause them harm, emotional distress, injury or illness.

We owe it to ourselves, our families and to each other to keep safety a foundation of our culture.

## 03 Treat People Fairly

**Sounds simple. Fairness is an essential element of trust.**

Fairness is vital to a workplace that's comfortable and welcoming. Fairness means an inclusive and diverse workplace, where we value differences and treat people as equals. This also means a respectful workplace free of discrimination and harassment. Discrimination and harassment undermine the integrity of our business, make it difficult to keep and attract top talent, and hinder our ability to stay competitive in the marketplace. This behavior threatens the foundation of our Company: our culture.

**What is discrimination?** Discrimination is treating someone in a negative, harmful or unequal way based on their age, race, religion, color, gender, gender identity or expression, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, disability or any other legally protected status.

**What is harassment?** Harassment is any offensive conduct or comments based on another person's age, race, religion, color, gender, gender identity or expression, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, disability or any other legally protected status.

Sexual harassment is any behavior of a sexual nature, including but not limited to sexual advances, requests for sexual favors, inappropriate use of sexual images in work areas, sending sexually offensive texts or emails and other verbal or physical conduct of a sexual nature, that is unwelcome or creates a hostile working environment. It also includes explicitly or implicitly making submission to sexual behavior a term or condition of employment or using the same as a basis for employment or career development decisions.

**If you feel you are being discriminated against, harassed or treated contrary to this Code,** or if you witness this conduct toward another person, please promptly notify your supervisor, the Talent Team or a member of DIRT leadership. You can also report situations on a confidential basis through the DIRT Integrity Program. All concerns and complaints are taken seriously and investigated fairly. A finding of discrimination or harassment may result in disciplinary action, up to and including termination of employment.

**Discrimination and harassment will not be tolerated within our Company.** DIRT will not condone or tolerate any type of harassment, abuse or punishment, whether mental or physical, in violation of this Code.

## 04 Keep Honest Books & Records

**Financial statements paint a portrait of the business for our investors, lenders, suppliers and clients.**

They describe a company in detail: its strengths, weaknesses, and trends. An accurate portrait gives people the information they need to make good investment decisions that affect their own livelihoods. Investors trust our Company to be honest. Omissions and distortions harm that trust.

DIRTT's financial statements and records must be complete, timely, honest, accurate and fair, and they must comply with appropriate accounting principles. We won't hide liabilities, overstate earnings, keep things off our balance sheets that belong there, or disguise our transactions. DIRTT's books and records must fully and accurately account for and report all financial transactions. This includes employee expense reports. Adequate supporting documentation in reasonable detail must accompany all payments made on behalf of the Company. DIRTT will not intentionally make any false or misleading statements, written or oral, to any internal accountant or auditor or the Company's independent registered public accounting firm with respect to our financial statements or documents to be filed with Canadian securities regulatory authorities, the SEC or other governmental authority. Honesty and integrity apply to all DIRTT books and records. Everyone is responsible — all DIRTT Team Members — not just our finance employees.

The stakes are huge. Businesses have failed and even been prosecuted, and employees have faced criminal prosecution for falsifying documents or misleading investors. The risk is never worth taking.

## 05 Never Trade on Inside Information

**Each of us is responsible for understanding and strictly complying with the laws and policies applicable to trading in DIRTT's securities and in handling information that is material, confidential, and non-public.**

DIRTT has adopted an Insider Trading Policy, applicable to all DIRTT Team Members. Buying or selling DIRTT shares, whether directly or indirectly, while you know material things about the Company that the public doesn't know is unethical. It's also a crime. Insider trading laws prohibit this kind of behavior as well as less obvious things.

If you aren't permitted to make a trade, either because of a trading "blackout period" or because you are aware of material non-public information, neither can anyone living in your household. Also, you cannot share with others material information about DIRTT that is not public, other than in the necessary course of business as outlined in our corporate disclosure compliance policy, nor can you recommend or encourage another person to trade while you have material information that is not public. In addition, you may not buy or sell shares of our customers, suppliers or other business partners if you have material non-public information about them.

"Material" information includes anything likely to influence a potential investor's decision to buy or sell DIRTT shares. This includes significant things such as mergers or significant asset dispositions, corporate earnings results or projections, major project awards or changes, and changes in

senior management. You are required to comply with trading blackout periods or similar trading restrictions imposed on employees pending public announcements of Company information.

Investors should be able to trust that anyone trading in the market has the same information. Insider trading distorts the markets and damages trust. It also seriously damages the reputation of the Company. Simply put, if you are thinking of making a trade because you know something important about the Company that others might not – hit pause, think twice, and contact DIRT's Legal Team to ensure you're in the clear.

## 06 Do Business Ethically

### **Trust goes both ways.**

You expect DIRT to be fair and, in turn, DIRT and all DIRT Team Members expect to be able to trust you. DIRT is committed to doing business responsibly and ethically. Among other things, we do not engage in fraudulent or corrupt business practices, and we do not use child or slave labor or permit our suppliers to do so. DIRT expects the same ethical business conduct from you. Acting in the best interests of our shareholders, clients and other stakeholders is in the best interest of us all.

**Fair Business Dealings.** We compete vigorously in our industry, and we do so ethically, fairly and legally. Each of us is a DIRT representative and must deal fairly with others (including our clients, partners, suppliers, competitors and employees) when conducting our business.

Unlawful or unethical behavior in the workforce, including directly or indirectly soliciting, accepting or paying bribes or other illicit payments for any purpose, is not tolerated.

Situations where judgment might be influenced by, or appear to be influenced by, such unlawful or unethical behavior must be avoided. Payment or acceptance of any "kickbacks" or any other unlawful payment or benefit to secure any contract or other favorable treatment is also prohibited. And if one is offered, you must decline and immediately report it to your supervisor or DIRT's Legal Team.

In Canada and the United States, nothing of value (such as gifts or entertainment) may be provided to government personnel unless permitted by law and any applicable regulations. It is also illegal under Canadian and U.S. law for companies to win, retain or direct business by offering, paying or approving payments, or any other perks or advantages of any kind, to foreign government workers, elected officials, candidates for public office, non-governmental organizations, political parties or their officials, or any close relatives of such persons.

It is prohibited to take unfair advantage of DIRT's clients, partners, suppliers, competitors, employees, and other persons who have a relationship with the Company, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

**DIRT's Goodwill, Brand and Business Reputation.** DIRT encourages professionalism and honesty in all communication channels, including social media. Remember that what you post or publish on social media might be available to the masses, including the Company itself.

Always strive to be honest and accurate in your communications about DIRT, and remember that your statements have the potential to result in liability for you or the Company.

## 07 Conflicts of Interest

### Conflicts of interest.

Avoiding conflicts of interest – even perceived conflicts of interest – goes a long way toward ensuring that we avoid behavior that is unethical or otherwise violates the Code. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company. This situation can arise when a DIRT Team Member has a personal or private interest that impairs the person's independence of judgment in his or her work for the Company. No DIRT Team Member, regardless of position, is permitted to engage in any business conduct or enter into any agreement or arrangement that would give rise to actual or potential conflicts of interest, without appropriate approval as described below.

While it's not possible to describe all circumstances where a conflict of interest exists or may exist, here are several examples that may involve actual or potential conflicts of interest:

- An officer or employee's interest in, or position with, any supplier, customer or competitor of the Company (except for an investment in publicly traded securities that do not confer any ability to influence or direct the policies or management of the supplier, customer or competitor).
- The acceptance of gifts, entertainment, loans, favors or other benefits of more than a nominal value by a DIRT Team Member (or a member of such person's immediate family) from an actual or prospective customer, supplier or competitor of the Company or any governmental official or other employee. Any gifts over \$250 must be reported to the Board, if received by a director or executive officer, or to the Chief Executive Officer, if received by any other employee.
- The disclosure or use of confidential information gained by reason of employment with the Company (or, in the case of a director, election or appointment to the Board) for profit or personal advantage by a DIRT Team Member or anyone else.
- Competition with the Company in the acquisition or disposition of rights or property.

These examples are meant only to guide DIRT Team Members in making judgments about conflicts of interest. If you're not sure whether an actual or potential conflict of interest exists, seek input from your immediate supervisor or DIRT's Legal Team.

Any actual or potential conflicts of interest involving employees (or a member of such person's immediate family), must be reported to a DIRT supervisor, the DIRT Talent Team or a member of DIRT leadership. The General Counsel's approval will be required prior to completion of a proposed transaction or arrangement that is determined to constitute a conflict of interest. In certain circumstances, the proposed transaction or arrangement involving other employees (or a member of such person's immediate family) may also be referred to the Board for its approval or rejection.

Any actual or potential conflicts of interest involving a **director** or **officer** (or a member of such person's immediate family) must be reported to the General Counsel, who may disclose the actual or potential conflict of interest to the Board. The Board's approval will be required prior to completion of any proposed transaction or arrangement that is determined by the Board to constitute a conflict of interest involving a director or officer (or an immediate family member).

Loans or guarantees by DIRTT to employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the circumstances. Directors and executive officers of DIRTT are prohibited from accepting a loan of any kind from DIRTT, including credit, an extension of credit, or the arrangement of an extension of credit in the form of a personal loan.

## 08 Protect DIRTT Property

**We are each responsible for protecting DIRTT property and for using DIRTT's property and other resources appropriately.**

**Personal Information.** DIRTT has access to certain personal information about employees, clients and others. Treating people fairly means keeping this information secure as the law may require and our clients and employees would expect. We are entrusted to do so. DIRTT follows privacy laws – and expects our employees to comply with those laws as well.

**Proprietary Information.** We must be careful with proprietary information. DIRTT employees are regularly developing new software or products, creating an innovative marketing strategy, or improving manufacturing processes. Telling others about the work we are planning or doing before we launch it reduces our competitive advantage and devalues our creative resources. DIRTT owns this information, and we must not reveal it or provide technical details that would allow others to copy our work and hurt our competitiveness. Unauthorized use or distribution of this information violates DIRTT's policy and could result in disciplinary action up to and including termination of employment. It could also be illegal and result in civil or criminal penalties.

**Information Technology Resources.** DIRTT provides employees and consultants with access to email, the internet, telephones and other forms of communication for business purposes. While use of these resources for personal purposes is permitted, this use should not be excessive or interfere with job performance. All communications and other use of resources must be conducted in a professional manner. Do not access internet sites containing obscene material or send emails that violate the Code. Employees must be vigilant to ensure that the network security is maintained. DIRTT has the right to access, monitor and review communications conducted using our resources at any time, and DIRTT employees should have no expectation of privacy when using such resources.



## What if Something is Wrong?

**Sometimes things go wrong. We are all human.**

**If you notice something wrong at DIRTT, what should you do?**

If you see a co-worker doing, or about to do, something illegal or against the Code (including violating applicable securities laws and exchange rules, this Code or any other code, policy or procedure of the Company), address the issue directly if you feel comfortable doing so, or promptly report it to your supervisor, the Talent Team, the Legal Team or a member of DIRTT leadership. It's easier to avoid a bad situation in the first place rather than trying to deal with one afterward. If something has already gone wrong, we need to deal with that, too.

Ignoring the problem only makes it worse. By addressing the issue or reporting it, you'll be helping both DIRTT and your colleagues.

**DIRTT Integrity Policy.** You can also report any violations of the law and/or the Code through our confidential DIRTT Integrity Policy. Here's how:

**Call** the confidential hotline at 1-866-921-6714;

**Visit** the website at <https://www.integritycounts.ca>; or

**Email** at [dirtt@integritycounts.ca](mailto:dirtt@integritycounts.ca); or,

**Mail** to DIRTT Integrity Reporting System, PO Box 91880, Vancouver, BC V7V 4S4.

**Audit Committee Reporting.** If you have concerns about the accuracy of DIRTT's financial reports or its financial reporting processes or internal controls, you may direct your concerns to the Chair of the Audit Committee of the Board at [board@dirtt.com](mailto:board@dirtt.com) or mail to the Chair of the Audit Committee c/o DIRTT, 7303 30th Street SE, Calgary, Alberta, Canada. Any correspondence marked "confidential" will be distributed unopened to the Chair of the Audit Committee.

**Let Us Investigate.** When problems come up, we'll carefully look into the facts and circumstances, from all perspectives. We will do our best to conduct all investigations fairly. A fair and complete review process is critical to protecting our people. You are expected to cooperate with audits or investigations regarding violations of the law, the Code or any other DIRTT policy. Don't investigate any matter yourself, unless you are authorized to do so by DIRTT's Legal Team.

**No Retaliation.** If you're worried about retaliation, don't be. Retaliation and threats of retaliation against any employee who, in good faith, complains about, reports, participates or assists in, an investigation of a suspected violation are prohibited. Any person who retaliates or makes threats of retaliation will face disciplinary action up to and including termination of employment. If you report a violation in good faith, DIRTT will fully support you, because it's fair and vital to our business.

---

## Keep the Code

**DIRTT takes this Code seriously and expects the same from you.**

If you break the Code, or intentionally cause someone to break the Code, DIRTT will need to take the appropriate corrective measures, which may include disciplinary action up to and including termination of employment.

We remind you to:

- Ask questions if you're unsure of something;
- Look out for one another;
- Report problems;
- Pay attention to your work and your surroundings; and
- Above all, treat people, your work environment, and the planet with respect and care.

This helps keep DIRTT and your own work life safe and comfortable. If you have questions about this Code or how to handle a situation related to conduct, please contact your supervisor, the Talent Team, the Legal Team, any member of DIRTT leadership – or use one of the avenues noted above that allow you to report your concerns anonymously. This Code is the guide we want to follow to make sure we all do the right thing. It is not intended to create a contract of employment or contractual rights, so you should not view it as if it does. As it says at the beginning, this is “Our Way of Doing Business”.

**We're all in this together.**