



I. Purpose of Code of Ethics

The purpose of this Code of Ethics (this “Code”) of DIRTT Environmental Solutions Ltd. (the “Company”) is to promote (i) the honest and ethical conduct of our directors, officers and employees, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) the full, fair, accurate, timely and understandable disclosure in periodic reports and other documents filed with or submitted to the applicable securities commissions or similar regulatory authorities in Canada (the “Canadian Regulators”) or to the United States Securities and Exchange Commission (the “SEC”) by the Company and in other public communications made by the Company; (iii) compliance with all applicable laws, rules and regulations of national, federal, state, provincial and local governments and private and public regulatory agencies that apply to the Company and its officers and directors including all applicable securities laws and stock exchange rules (collectively “Applicable Laws”); (iv) the prompt internal reporting of violations of this Code to an appropriate person or persons identified herein; and (v) accountability for adherence to this Code.

II. Introduction

This Code is applicable to the Company’s:

- Directors;
- Chief Executive Officer (or other principal executive officer), Chief Financial Officer (or other principal financial officer), Controller (or other principal accounting officer) and other senior financial officers (collectively referred to herein as the “Senior Officers”);
- other “executive officers” as such term is defined under Applicable Laws; and
- all other employees

(collectively referred to herein as the “Covered Individuals”). References in this Code to the “Company” means the company and its subsidiaries.

III. Waivers

Waivers of any provision of this Code may be made only by the Board of Directors of the Company (the “Board”) for directors, Senior Officers and other executive officers, and will be promptly disclosed, if necessary, in accordance with Applicable Laws. Waivers of any provision of this Code for all other persons may be made only by the Senior Vice-President, Talent, or General Counsel.

IV. Honest And Ethical Conduct

We expect honest and ethical conduct from all of our directors, officers and employees.

As a Covered Individual, we expect you to foster a culture of integrity, honesty and openness.

Any violations of this Code may result in disciplinary action, up to and including termination of employment or, with respect to directors, request of resignation from the Board.

V. Conflicts of Interest

As a Covered Individual, it is imperative that you avoid any investment, interest or association that interferes, might interfere, or might be thought to interfere, with or compromise your independent exercise of judgment in the Company's best interest. A conflict of interests occurs when your private interest interferes in any way with the interests of the Company. If you have any doubt whether or not certain actions or conduct would be considered a conflict of interest, you should consult your immediate supervisor or the Company's General Counsel.

VI. Accurate Periodic Reports And Other Documents

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in all documents filed with or furnished or submitted to the Canadian Regulators or the SEC and in all other public communications. You should endeavor to prepare such reports and communication in accordance with the guidelines set forth below:

- All financial statements and other financial information included in documents filed with or furnished or submitted to the Canadian Regulators or the SEC and in all other public communications must fairly present, in all material respects, the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in such documents or communications.
- All documents filed with or furnished or submitted to the Canadian Regulators or the SEC and all other public communications must comply in form and content with Applicable Laws and must not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading.
- All Company accounting records, as well as reports produced or generated from those records, must be kept and presented in accordance with all Applicable Laws.
- All accounting records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All accounting records must fairly and accurately reflect, in reasonable detail, the Company's assets, entries, liabilities, revenues and expenses.

- All accounting records must not contain any intentionally false or misleading entries.
- No transactions may be intentionally misclassified as to accounts, departments or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information may be concealed from the internal auditors or the independent auditors.
- Compliance with United States generally accepted accounting principles and the Company's internal control over financial reporting is always required.

You are reminded that the Company has a separate disclosure policy for compliance with Applicable Laws, including Regulation FD, and you are responsible for compliance with the disclosure policy.

VII. Compliance With Applicable Laws

Each Covered Individual is expected to comply with both the letter and spirit of all Applicable Laws. If you have any questions regarding compliance with any Applicable Laws, you should consult your immediate supervisor or the Company's General Counsel.

VIII. Reporting

Any Covered Individual who becomes aware of a possible violation of this Code is required immediately to report such possible violation. Violations should be reported to the Audit Committee or the General Counsel. The Company has established a third-party "hotline" (the "Ethics Hotline") for anonymous reporting of suspected wrongdoing or unethical behavior. The Ethics Hotline is available 24 hours a day and seven days a week and may be accessed by toll-free telephone at 1-866-921-6714. Reporting may also be made by website at <https://www.integritycounts.ca>; by email at dirTT@integritycounts.ca; and by mail to DIRTT Integrity Reporting System, PO Box 91880, Vancouver, BC V7V 4S4.

The Company does not tolerate retaliation against anyone who makes a good faith report, cooperates with an investigation or audit, or refuses to participate in activities that violate Applicable Laws, this Code or the other policies of the Company. Any Covered Individual who engages in direct or indirect retaliation will be subject to disciplinary action, up to and including termination of employment or, in the case of directors, request of resignation from the Board. Persons who knowingly make a report that is false or who willfully disregard its truth or accuracy, or engage in any other bad faith use of the reporting system, will be deemed to be in violation of this Code.

IX. Enforcement

Each Covered Individual shall be held responsible for full compliance with this Code. Compliance with this Code is a condition of employment with the Company or service on the Board. Each case involving directors, Senior Officers, or other executive officers will be evaluated by the Audit Committee, in consultation with the General Counsel (and outside legal counsel) if necessary, on its own merits considering the duties of the person and the significance of the circumstances involved. Cases involving other persons will generally be evaluated by or under the direction of the Senior Vice-President, Talent or the General Counsel. Any person found to have violated this Code may be subject to disciplinary action, up to and including immediate termination of employment for cause.

X. Amendment

Any amendment to this Code may be made only by the Company's Board. If an amendment to this Code is made, appropriate disclosure will be made promptly in accordance with Applicable Laws.

XI. Posting Requirement

The Company shall make this Code available on or through the Company's website and the System for Electronic Document Analysis and Retrieval ("SEDAR") and as otherwise required by Applicable Laws. In addition, the Company will disclose in its proxy statement and information circular for its annual meeting of shareholders, as well as in its Annual Report on Form 10-K (which may incorporate this information by reference from its proxy statement and information circular), that a copy of this Code is available on the Company's website and SEDAR.

XII. Acknowledgment

Periodically, but in no event less than annually, all Covered Individuals will be asked to certify, in writing, that they have recently read or reread this Code, understand it and will immediately report any violations of which they are aware. It is a condition of continued employment or service on the Board for Covered Individuals to make this periodic certification.