
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): March 4, 2024

DIRTT ENVIRONMENTAL SOLUTIONS LTD

(Exact name of Registrant as Specified in Its Charter)

Canada
(State or Other Jurisdiction
of Incorporation)

001-39061
(Commission File Number)

00-0000000
(IRS Employer
Identification No.)

7303 30th Street S.E.
Calgary, Alberta
(Address of Principal Executive Offices)

T2C 1N6
(Zip Code)

Registrant's Telephone Number, Including Area Code: (403) 723-5000

(Former Name or Former Address, if Changed Since Last Report)

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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications 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: None

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Appointment of Director

On and effective March 4, 2024, the authorized number of directors on the Board of Directors (the “Board”) of DIRT Environmental Solutions Ltd. (the “Company”) was increased from seven to eight, and Shalima (“Shally”) Pannikode was appointed to serve as a member of the Board. Ms. Pannikode was also appointed to serve on the Enterprise Risk Management Committee of the Board.

Based on information provided by Ms. Pannikode concerning her background, employment, and affiliations, the Board has determined that she meets the independence requirements under applicable securities laws in Canada and the rules of the Toronto Stock Exchange. As a non-employee director, Ms. Pannikode will be entitled to receive the same compensation paid by the Company to each of its non-employee directors as described under “Director Compensation” in the Company’s definitive proxy statement for its 2023 annual and special meeting of shareholders filed with the SEC on April 14, 2023, which description is incorporated herein by reference. There are no related party transactions between the Company and Ms. Pannikode that would require disclosure under Item 404(a) of Regulation S-K. The Company will enter into its standard form of indemnification agreement with Ms. Pannikode, which requires the Company to indemnify her to the fullest extent permitted under the Business Corporations Act (Alberta) and to such greater extent as applicable law may hereafter from time to time permit. The foregoing description of the indemnification agreement does not purport to be complete and should be read in conjunction with and is qualified in its entirety by reference to such agreement, a copy of which will be filed as an exhibit to a subsequent Company filing.

Item 7.01. Regulation RD

The Company issued a press release announcing Ms. Pannikode's appointment to the Board on March 4, 2024. A copy of that press release is furnished as Exhibit 99.1 to this Current Report and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the foregoing information, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall such information, including Exhibit 99.1, be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1*	Press release dated March 4, 2024
104	Cover Page Interactive Data (embedded within the Inline XBRL document).

*Furnished herewith.

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 hereunto duly authorized.

DIRTT Environmental Solutions Ltd.

Date: March 4, 2024

By: /s/ Fareeha Khan

Fareeha Khan

Chief Financial Officer

DIRTT Welcomes Shally Pannikode to the Board of Directors

CALGARY, Alberta, March 4, 2024 (GLOBE NEWSWIRE) — DIRTT Environmental Solutions Ltd. (“DIRTT” or the “Company”), a global leader in industrialized construction, is pleased to announce that Shally Pannikode is joining the DIRTT Board of Directors effective March 4, 2024.

Ms. Pannikode has served as a technology executive for several leading healthcare organizations in North America, including Anthem and Humana, and is a recognized leader in digital transformation, data analytics, and AI. She currently serves as Chief Technology Officer at Zelis.

“We are thrilled to welcome Shally to our Board of Directors,” said Ken Sanders, Board Chair. “Her executive leadership in digital innovation, her deep knowledge of healthcare markets, and her extensive experience leading distributed teams will both complement and expand the diversity of voices on our Board. We believe that Shally’s unique leadership perspectives and insights will enrich DIRTT’s differentiated value to our clients, partners, and talent globally.”

"I am delighted to join my esteemed colleagues on the DIRTT Board of Directors, where I look forward to leveraging my extensive technology expertise to propel DIRTT's vision for the future," said Shally Pannikode. "With the dedication and commitment to excellence evident within the DIRTT team, I am confident that together, we will successfully shape the path ahead for DIRTT."

Ms. Pannikode earned a Bachelor of Engineering (B.E.), Computer Science Engineering, from Bharathiar University in 1998, and an MBA in Management of Technology, from the Georgia Institute of Technology. She is the co-founder and chairwoman of AFRJ Freedom Council and has been recognized as one of the Top 25 Women Leaders in Healthcare by the Healthcare Technology Report.

Special Note Regarding Forward-Looking Statements

Certain statements contained in this news release are “forward-looking information” and “forward-looking statements” (collectively, “Forward-Looking Information”) as defined under applicable provisions of the United States Private Securities Litigation Reform Act of 1995, and Section 21E of the Exchange Act and within the meaning of applicable Canadian securities laws. All statements, other than statements of historical fact included in this news release, is Forward-Looking Information. When used in this news release, the words “anticipate,” “believe,” “expect,” “intend,” “plan,” “may,” “will,” “should,” “would,” “could,” “can,” the negatives thereof, variations thereon and other similar expressions are intended to identify Forward-Looking Information, although not all Forward-Looking Information contains such identifying words. Forward-Looking Information, by its nature, is based on assumptions, and is subject to important risks and uncertainties. You should not rely on any Forward-Looking Information, which represents our beliefs, assumptions and estimates only as of the dates on which it was made, as predictions of future events. We undertake no obligation to update this Forward-Looking Information, even though circumstances may change in the future, except as required under applicable securities laws. We qualify all of our Forward-Looking Information with these cautionary statements.

About DIRTT Environmental Solutions

DIRTT is a global leader in industrialized construction. Its integrated 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 commercial, healthcare, education, and public sector markets, DIRTT’s system offers total design freedom, and greater certainty in cost, schedule, and outcomes.

Headquartered in Calgary, Alberta, Canada, DIRTT trades on the Toronto Stock Exchange under the symbol “DRT” and is quoted on the OTC markets on the “OTC Pink Tier” under the symbol “DRTTF.”

FOR FURTHER INFORMATION, PLEASE CONTACT ir@dirtt.com.