
**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): August 26, 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

Item 7.01. Regulation FD Disclosure.

On August 26, 2024, DIRT Environmental Solutions Ltd. (the “**Company**”) issued a press release announcing that the Toronto Stock Exchange (the “**TSX**”) has accepted a notice filed by the Company of its intention to make a normal course issuer bid (the “**NCIB**”) to purchase its (i) 6.00% convertible unsecured subordinated debentures due January 31, 2026 (the “**January Debentures**”) and (ii) 6.25% convertible unsecured subordinated debentures due December 31, 2026 (the “**December Debentures**” and, together with the January Debentures, the “**Debentures**”), in accordance with applicable regulatory requirements. A copy of the press release is furnished herewith as Exhibit 99.1 and is 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 Securities 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 8.01. Other Events.

On August 26, 2024, the Company announced that the TSX has accepted its notice of intention to make a NCIB. Under the NCIB, the Company may purchase up to (i) C\$1,664,200 aggregate principal amount of January Debentures; and (ii) C\$1,558,700 aggregate principal amount of December Debentures, in each case representing 10% of the public float of the January Debentures and December Debentures, respectively, as of August 22, 2024. The Debentures will be purchased on the open market through the facilities of the TSX or alternative Canadian trading systems, at the market price of such Debentures at the time of purchase. The NCIB is expected to commence on August 28, 2024 and terminate on August 27, 2025.

As of the close of business on August 22, 2024, the Company had C\$16,642,000 principal amount outstanding of January Debentures and C\$15,587,000 principal amount outstanding of December Debentures. In accordance with the rules of the TSX, daily purchases will be limited to no more than C\$111,507 and C\$416,071 principal amount of January Debentures and December Debentures, respectively, other than certain exceptions for block purchases.

Management’s decisions regarding purchases of Debentures will be based on market conditions, the market price of the Debentures and other factors. The Company may elect to suspend or discontinue its NCIB at such times and for such periods as it deems advisable to ensure compliance with applicable regulations, among other circumstances. Debentures purchased under the NCIB will be immediately cancelled.

Purchases under the NCIB will be subject to compliance with applicable United States federal securities laws and Canadian securities laws.

From time to time, provided that the Company does not possess material non-public information about itself or its securities and subject to certain other conditions, the Company may enter into an Automatic Repurchase Plan Agreement with its broker to allow for the purchase of Debentures at times when the Company ordinarily would not be active in the market due to its own internal trading blackout periods, insider trading rules or otherwise. Any such plans entered into with a broker will be adopted in accordance with applicable Canadian and U.S. securities laws, including the requirements of Rule 10b5-1 under the Exchange Act. Outside of these periods, Debentures may be purchased in management’s discretion, subject to applicable law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1*	<u>Press Release issued by DIRT Environmental Solutions Ltd. on August 26, 2024</u>

Exhibit No.	Description
104	Cover Page Interactive Data File (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.

Date: August 26, 2024

DIRTT Environmental Solutions Ltd.

By: /s/ Fareeha Khan
Fareeha Khan
Chief Financial Officer

DIRTT Announces Normal Course Issuer Bid for Debentures

CALGARY, Alberta, August 26, 2024 (GLOBE NEWSWIRE) – DIRTT Environmental Solutions Ltd. (TSX: DRT; OTC: DRTTF) ("DIRTT" or the "Company"), a leader in industrialized construction, announced today that the Toronto Stock Exchange ("TSX") has accepted DIRTT's notice of intention to make a normal course issuer bid (the "NCIB") for DIRTT's 6.00% convertible unsecured subordinated debentures due January 31, 2026 ("January Debentures") and its 6.25% convertible unsecured subordinated debentures due December 31, 2026 ("December Debentures", and together with the January Debentures, the "Debentures"). The NCIB is expected to commence on August 28, 2024 and terminate on August 27, 2025.

Under the NCIB, DIRTT is permitted to acquire up to C\$1,664,200 principal amount of the January Debentures and C\$1,558,700 principal amount of the December Debentures, which represents 10% of the total public float of each series of Debentures, being C\$16,642,000 principal amount of January Debentures and C\$15,587,000 principal amount of the December Debentures outstanding, respectively, as of August 22, 2024. Except as permitted under the TSX rules, DIRTT will not purchase more than C\$111,507 principal amount of the January Debentures or more than C\$416,071 principal amount of the December Debentures on any given trading day. The daily purchase limit for the January Debentures and the December Debentures is approximately 25% of C\$446,031 and C\$1,664,285, respectively, being the average daily trading volume of the January Debentures and December Debentures on the TSX for the six most recently completed calendar months. All purchases will be made on the open market through the facilities of the TSX and/or alternative Canadian trading systems, at the market price of such Debentures at the time of acquisition. Any Debentures acquired through the NCIB will be immediately cancelled. DIRTT believes that the NCIB provides it with the flexibility to use its capital to acquire Debentures from time to time under the appropriate circumstances. Management's decisions regarding any Debenture repurchases will be based on market conditions, the market price of the Debentures, and other factors.

While DIRTT has not purchased any Debentures under a normal course issuer bid in the past 12 months, the Company completed a substantial issuer bid and tender offer for the Debentures on March 22, 2024, pursuant to which DIRTT repurchased C\$4,693,000 principal amount of the January Debentures and C\$5,775,000 principal amount of the December Debentures for cancellation. As previously announced, DIRTT also repurchased C\$18,915,000 principal amount of January Debentures and C\$13,638,000 principal amount of December Debentures from 22NW Fund, LP, DIRTT's largest shareholder, in a private transaction on August 2, 2024.

In connection with the NCIB, DIRTT expects to enter into an issuer repurchase plan agreement ("IRPA") and an automatic repurchase plan agreement ("ARPP") in relation to purchases made under the NCIB. The IRPA

and ARPP have been pre-cleared by the TSX and are expected to be implemented on August 28, 2024. The ARPP is intended to facilitate repurchases of Debentures under the NCIB at times when DIRTТ would ordinarily not be permitted to make purchases due to regulatory restriction or customary self-imposed blackout periods. Before the commencement of any particular trading black-out period, and provided that DIRTТ is not in possession of material non-public information about itself or its securities, DIRTТ may, but is not required to, instruct its designated broker to make purchases of Debentures under the NCIB during the ensuing black-out period in accordance with the terms of the ARPP. The timing and amount of such purchases will be determined by the designated broker at its sole discretion based on the purchasing parameters set by DIRTТ and in accordance with the rules of the TSX, applicable securities laws and the terms of the ARPP. All purchases of Debentures made under the IRPA and ARPP will be included in determining the aggregate number of Debentures purchased under the NCIB. If adopted, the ARPP will constitute an "automatic securities purchase plan" under applicable Canadian securities law, and will be adopted in accordance with applicable U.S. securities laws, including the requirements of Rule 10b5-1 under the U.S. Securities Exchange Act of 1934. Outside of pre-determined blackout periods, Debentures may be purchased under the NCIB based on management's discretion, subject to TSX rules and applicable securities laws in Canada and the United States.

ABOUT DIRTТ

DIRTТ is a leader in industrialized construction. DIRTТ'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, DIRTТ's system provides total design freedom, and greater certainty in cost, schedule, and outcomes. DIRTТ's interior construction solutions are designed to be highly flexible and adaptable, enabling organizations to easily reconfigure their spaces as their needs evolve. Headquartered in Calgary, AB Canada, DIRTТ trades on the Toronto Stock Exchange under the symbol "DRT".

FOR FURTHER INFORMATION, PLEASE CONTACT

DIRTТ Investor Relations at ir@dirtt.com

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,” “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 NCIB, the principal amount of Debentures to be acquired under the NCIB, the method of purchase, price and cancellation of Debentures, and reasons for and benefits of any purchases made under the NCIB.

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 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, and in our subsequently filed Quarterly Reports on Form 10-Q and also in the Company’s other continuous disclosure filings available under the Company’s profile on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov. 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 of our forward-looking statements by these cautionary statements.