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**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): November 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 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 November 26, 2024 , Holly Hess Groos was appointed to serve as a member of the board of directors (“the Board”) of DIRT Environmental Solutions Ltd. (“DIRT” or the “Company”). Ms. Groos was also appointed to serve as Chair of the Board’s Audit Committee.

Based on information provided by Ms. Groos 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. The Board has also determined that Ms. Groos qualifies as an “audit committee financial expert” within the meaning of applicable U.S. Securities and Exchange Commission (the “SEC”) regulations. As a non-employee director, Ms. Groos 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 2024 annual and special meeting of shareholders filed with the SEC on March 28, 2024, which description is incorporated herein by reference. There are no related party transactions between the Company and Ms. Groos 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. Groos, 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 FD**

The Company issued a press release announcing the director appointment on November 26, 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*	<a href="#">Press release dated November 26, 2024</a>
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: November 26, 2024

By: /s/ Fareeha Khan

Fareeha Khan  
Chief Financial Officer

**DIRTT Welcomes Holly Hess Groos to the Board of Directors**

CALGARY, Alberta, November 26, 2024 (GLOBE NEWSWIRE) — DIRTT Environmental Solutions Ltd. (“DIRTT” or the “Company”), a leader in industrialized construction, is pleased to announce that Holly Hess Groos is joining the DIRTT Board of Directors effective November 26, 2024 and will also serve as the Chair of the Audit Committee. Effective November 26, 2024, Scott Robinson, current Board Chair and Audit Committee Chair, will step down from his role as Audit Committee Chair.

Ms. Groos is a senior financial executive. She retired from Verizon after a 30-year tenure in various leadership roles, including CFO of Verizon Wireless, Head of Internal Audit, SVP Business Excellence, Operational Excellence and Treasurer of Verizon.

“We are thrilled to welcome Holly to our Board of Directors,” said Scott Robinson, Board Chair. “We believe her extensive financial experience, including serving as SVP and CFO of multiple divisions at Verizon, combined with her background in operational transformation, will be invaluable in supporting DIRTT in the execution of our growth strategy.”

Ms. Groos remarked "I am excited to join the DIRTT Board of Directors and to leverage my financial and operational excellence expertise in an effort to transform how the world builds. I look forward to supporting the team on DIRTT's inspiring transformation journey."

Ms. Groos earned a Bachelor of Science (Business Administration / Accounting) from Miami University. She is a Certified Public Accountant from the State of Ohio, a Lean Six Sigma Blackbelt and a member of AICPA.

**Special Note Regarding Forward-Looking Statements**

Certain statements contained in this news release that are not historical facts 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. Forward-Looking Information, by its nature, is based on assumptions, and is subject to important risks and uncertainties, including that Ms. Groos’s experience and background will support DIRTT in the execution of its growth strategy, or that such strategy will be executed as expected. 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](mailto:ir@dirtt.com).