
**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, 2025

**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)

98-1813900
(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 8.01 Other Events.

On November 26, 2025, Scott Robinson, previously Chairman of the Board of Directors (the “Board”) of DIRTT Environmental Solutions Ltd. (the “Company”), was appointed as Executive Chairman of the Board. In this new role, Mr. Robinson will coordinate implementation of the strategic plan for the Company established by the Board and the Company’s executive team, execute on business and operational transformation efforts, and oversee the work of the newly appointed Chief Transformation Officer. During his tenure as Executive Chairman, Mr. Robinson will continue to receive the compensation customarily payable to a non-employee member of the Board, but will also receive an annualized base salary of \$125,000 to be paid equally in cash and equity of the Company pursuant to the Company’s Third Amended and Restated Long Term Incentive Plan (the “LTIP”).

On the same date, the Board also appointed Adrian Zarate, a member of the Board, to serve as the Chief Transformation Officer and subsequently entered into an employment agreement (the “Employment Agreement”) to document the terms of his employment in this role. In addition to his role as Chief Transformation Officer, Mr. Zarate will remain on the Board. As Chief Transformation Officer, Mr. Zarate will work with Mr. Robinson and the Company’s executive team to implement financial aspects of the Company’s transformation plan. The Employment Agreement provides that during his tenure as Chief Transformation Officer, Mr. Zarate will continue to receive the compensation customarily payable to a non-employee member of the Board, but will also receive an annualized base salary of \$200,000 and be eligible to participate in the health and dental plans of the Company. Mr. Zarate will not be eligible to participate in the Company’s Variable Pay Plan, Employee Share Purchase, or any other cash bonus plan. The Employment Agreement provides for temporary accommodations and includes non-competition, non-solicitation, and confidentiality obligations. The Employment Agreement has an initial term ending on June 30, 2026.

Mr. Zarate will not be eligible to receive annual equity awards in the normal course under the LTIP; however, Mr. Zarate will be granted 200,000 vested shares and 752,000 performance share unit (“PSU”) awards in connection with his appointment as Chief Transformation Officer. The vested shares granted to Mr. Zarate will be delivered in November of 2025. Settlement of the PSUs granted to Mr. Zarate is contingent upon the attainment of certain performance hurdles related to the Company’s transformation plan. In connection with his appointment as Chief Transformation Officer, Mr. Zarate will cease to serve on the Corporate Governance and Compensation Committee and Shally Pannikode, an independent member of the Board, will be appointed to the Corporate Governance and Compensation Committee.

The Board’s intent is that Messrs. Robinson and Zarate will serve in the new executive roles described above for a limited period of time in order to provide additional support to the Company as it implements the transformation plan designed by the Board and the Company’s executive team.

Finally, on November 26, 2025, the Board appointed Holly Hess Groos to serve as Lead Independent Director of the Board.

The information set forth under Item 8.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, 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 November 26, 2025
104	Cover Page Interactive Data (embedded within the Inline XBRL document).

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, 2025

By: /s/ Fareeha Khan

Fareeha Khan
Chief Financial Officer

DIRTT Announces Board and Leadership Updates

CALGARY, Alberta, November 26, 2025 – DIRTT Environmental Solutions Ltd. (“DIRTT”, the “Company”, “we”, “our”, “us” or “ours”) (TSX: DRT; OTCQX: DRTTF), a leader in industrialized construction, today announced two strategic short-term appointments to accelerate the Company’s transformation strategy. Scott Robinson has been appointed Executive Chairman of the Board and Adrian Zarate has been appointed Chief Transformation Officer, each effective November 26, 2025.

Mr. Robinson has served on the Board of Directors since April 2022 and was appointed as Chairman of the Board in June 2024. In his new role as Executive Chairman, Mr. Robinson will coordinate the execution of the strategic plan established by the Board and executive team, execute on business and operational transformation initiatives and oversee the work of the newly appointed Chief Transformation Officer. In connection with this appointment, the Board has appointed Holly Hess Groos as Lead Independent Director.

Mr. Zarate, who has served on DIRTT’s Board of Directors since July 2025 as the director nominee of 22NW Fund, LP (“22NW”), will remain on the Board and will step down from the Corporate Governance and Compensation Committee. He will also resign from his employment at 22NW effective immediately. Shally Pannikode, an independent member of the Board, will be appointed to the Corporate Governance and Compensation Committee. As Chief Transformation Officer, Mr. Zarate will collaborate with Mr. Robinson and the Company’s executive team to implement financial aspects of the Company’s transformation plan. In connection with his appointment as Chief Transformation Officer, Mr. Zarate entered into an employment agreement with the Company for an initial term ending on June 30, 2026.

“Over the past year, our transformation process has successfully supported an expanded revenue strategy and established a strong foundation for growth,” said Benjamin Urban, Chief Executive Officer. “This next phase will focus on business process optimizations that we believe will set us up for long-term success.”

About DIRTT Environmental Solutions

DIRTT is a leader in industrialized construction. DIRTT’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, DIRTT’s system provides total design freedom, and greater certainty in cost, schedule, and outcomes. DIRTT’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, DIRTT trades on the Toronto Stock Exchange under the symbol “DRT” and on the OTCQX under the symbol “DRTTF”.

Exhibit 99.1

Certain statements contained in this 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,” “believe,” “expect,” “intend,” “may,” “will,” “should,” “would,” “could,” “can,” “plan,” 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.

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, 2024, 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.

FOR FURTHER INFORMATION PLEASE CONTACT ir@dirTT.com