
**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): January 12, 2026

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

(b) Departure of Chief Operating Officer

On January 12, 2026 (the “Departure Date”), Richard Hunter’s employment as the President and Chief Operating Officer of DIRT Environmental Solutions Ltd. (the “Company”) ceased in accordance with the terms of the Executive Employment Agreement originally dated August 12, 2022, and amended and restated April 15, 2025, between Mr. Hunter and the Company (the “Executive Employment Agreement”). Mr. Hunter will be entitled to the rights and payments set forth in Section 9 of the Executive Employment Agreement for a termination without just cause, subject to the conditions therein. In particular, Mr. Hunter will receive payment of his accrued but unpaid salary, unused vacation entitlement and provision of all benefits in accordance with the Executive Employment Agreement. The Executive Employment Agreement was filed as Exhibit 10.3 to the Company’s Current Report on Form 8-K filed with the Commission on April 24, 2025. The foregoing summary of the terms of the Executive Employment Agreement does not purport to be complete and is qualified in its entirety by reference to the agreement, which is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

A copy of a press release announcing Mr. Hunter’s departure and the Company’s hiring of Aaron Merkin as Chief Technology Officer is furnished as Exhibit 99.1 hereto. The information set forth under Item 7.01, including Exhibit 99.1, 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 January 12, 2026
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: January 12, 2026

By: /s/ Fareeha Khan

Fareeha Khan
Chief Financial Officer

DIRTT Announces Executive Leadership Changes

DIRTT ("DIRTT", the "Company", "we", "our", "us" or "ours") (TSX: DRT; OTCQX: DRTTF), a leader in industrialized construction, today announced two updates to its executive leadership team. Rich Hunter, President and Chief Operating Officer, has departed from the Company and Aaron Merkin has joined the Company in a new Chief Technology Officer position, both effective January 12, 2026.

"Rich joined DIRTT at a pivotal moment and was instrumental in the turnaround of our manufacturing processes, including significant safety improvements and reduction of defects," said Benjamin Urban, CEO of DIRTT. "We wish him the absolute best in this next chapter."

DIRTT has also welcomed Merkin to the executive leadership team in a newly created Chief Technology Officer role. Since the Company's inception, technology has been at the center of innovation, manufacturing excellence, and competitive advantages. Merkin brings extensive technology leadership experience spanning private equity-backed ventures to Fortune 500 corporations. With specific expertise in leading growth-focused transformation in legacy environments, he will focus on advancing DIRTT's technology to both optimize business operations and deliver increased value to customers. Merkin was most recently Chief Technology Officer at Fortive, a global industrial technology leader, and has worked at companies including IBM, Dell, and Honeywell.

"DIRTT was founded as and remains a technology-enabled manufacturer, which sets us apart from competition," said Urban. "It is my pleasure to welcome Aaron to this newly created executive role that will ensure DIRTT's technology continues to lead the industry and drive significant growth for our business."

DIRTT's design, manufacturing, and delivery processes are enabled by its proprietary ICE software. The process allows customers to plan projects with unrivaled precision and cost certainty, and to make changes in real-time that reduce waste and accelerate timelines. In 2025, DIRTT was recognized by Fast Company as [number one in Manufacturing](#) for its technology-driven approach.

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".

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