

The DIRTT Code

Our way of Doing Business



What it means to be a DIRTTbag

(ALSO KNOWN AS THE DIRTT CODE OF CONDUCT*)



Hey! We're glad you're here. As part of this team, it's your duty to help keep DIRTT the safe, supportive, healthy, respectful and all-around great company it is. This Code helps us ensure we all understand the importance of these values. It covers the actions and behaviours we must accept and practice as we work toward greatness together. It's the rulebook, guiding light, the everlasting path to success... You get the idea. Bottom line: it's important and needs to be followed.

THIS CODE IS FOR YOU

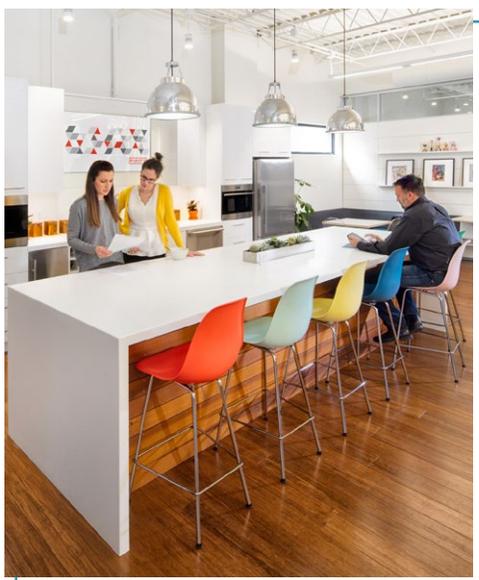
This Code is for all DIRTTbags – DIRTT employees, temporary staff, and directors. It applies whenever you are working for the Company, including when you are working in the Green Learning Centres, offices or factories, attending Company events, and/or representing DIRTT in the community.

DIRTT's culture is built on trust. We are colleagues, stakeholders and team members. We work together; we help and care about each other, our partners and clients; we take great pride in our work; and we do business ethically and responsibly. We rely on each other to speak truthfully, honour commitments, and to treat others fairly, with professionalism and respect – and others rely on us to do the same.

We're also passionate about improving the world around us; "environmental solutions" is part of our name, after all. Every level of our Company reflects a devotion to the wellbeing of our planet with behaviours that mitigate waste and reduce our carbon footprint. It's central to who we are and everything we do. This is a fragile planet, and we only have one. We do our best to take care of it.

Without further ado, here is the DIRTT Code. All DIRTTbags must adhere to the behaviours presented in this Code. Take what's in it to heart.

** Here's some legal stuff. When we say "DIRTT" or the "Company", that means DIRTT, Ice Edge and any other subsidiaries. This Code of Conduct is referred to as the "Code" or the "DIRTT Code".*



#1 OBEY THE LAW

This one is simple: obey the law.

The same laws that apply outside of our Company apply within it, wherever we operate. This means following the laws, rules and requirements in all jurisdictions in which we do business.

You should also follow any rules DIRTT puts in place. These are in place for your protection, to protect DIRTT and to keep us in line with any legal or regulatory requirements.

#2 KEEP DIRTT SAFE

Nothing is more important than having a safe place to work.

We must all be diligent in preventing accidents and injuries by following safety laws and guidelines and taking the training required for your particular role. When incidents do occur, promptly report them to your supervisor, the Talent

Team or a member of DIRTT leadership, or report it on a confidential basis through the DIRTT Integrity Program (see below). Do not assume someone else will do it. Safety is everyone's job.

As part of our commitment to providing a safe workplace, we are expected to conduct all DIRTT business free from the influence of any substance – even legal substances like alcohol or certain medications – that adversely impacts our job performance or puts our own or others' safety at risk. If you choose to consume alcohol at authorized DIRTT events, do so responsibly. Never use illegal drugs in the workplace.

Do not take any actions, or make any threats or gestures toward another person that are likely to cause them harm, injury or illness.

We owe it to ourselves, our families and to each other to keep safety a foundation of our culture.

#3 TREAT PEOPLE FAIRLY

Sounds simple. Fairness is an essential element of trust.

It is vital for making a workplace comfortable and welcoming. Fairness means an inclusive and diverse workplace, where we value differences and treat people as equals. This also means a respectful workplace free of discrimination and harassment. Discrimination and harassment undermine the integrity of our business, make it difficult to keep and attract top talent, and hinder our ability to stay competitive in the marketplace. This behaviour threatens the foundation of our Company: our culture.

What is discrimination? Discrimination is treating someone in a harmful or unequal way based on their age, race, religion, colour, gender, gender identity or expression, physical or mental disability, sexual orientation or any other legally-protected ground.

What is harassment? Harassment is any offensive conduct or comments based on another person's age, race, religion, colour, gender, gender identity or expression, physical or mental disability, sexual orientation or any other legally-protected ground. Sexual harassment is any conduct, comment, gesture or contact of a sexual nature that one would find to be unwanted by any individual, or that might, on reasonable grounds, be perceived by the individual as placing a term or condition of sexual nature on employment or career development.

If you feel you are being discriminated against or harassed, contrary to this Code, or witness this conduct involving another person, please promptly notify your supervisor,

#4 KEEP HONEST BOOKS & RECORDS

the Talent Team or a member of DIRTT leadership. You can also report situations on a confidential basis through the DIRTT Integrity Program (see below). All concerns and complaints are taken seriously and investigated fairly. A finding of discrimination or harassment will result in disciplinary action, up to and including termination of employment.

Discrimination and harassment will not be tolerated within our Company.

Financial statements paint a portrait of the business for the investors.

They describe a company in detail: its strengths, weaknesses, and trends. An accurate portrait gives people the information they need to make good investment decisions that affect their own livelihoods. Investors trust our Company to be honest. Omissions and distortions harm that trust.

Our statements must be complete, timely, accurate and fair, and they must comply with appropriate accounting principles. We won't hide liabilities, overstate earnings, keep things off our balance sheets that belong there, or disguise our transactions. DIRTT's books and records, including expense reports, must fully and accurately account for and report all financial transactions and adequate supporting documentation in reasonable detail must accompany all payments made on behalf of the Company. Basic honesty applies to all DIRTT books and records. Everyone is responsible – not just our finance employees.

The stakes are huge. Businesses have failed and even been prosecuted and managers jailed for falsifying documents or misleading investors. The risk is never worth taking.

Each of us is responsible for knowing and strictly complying with the laws and policies applicable to personally trading in securities and handling material information.

Buying or selling DIRTT shares while you know material things about the Company that the public doesn't know is unfair. It's also a crime. Insider trading laws prohibit less obvious things, too. If you can't make a trade, neither can your family members or anyone living in your household. Also, you cannot tell others material information that is not public other than in the necessary course of business as outlined in our corporate disclosure policy, nor can you recommend or encourage another person to trade while you have material information that is not public. And you may not buy or sell shares of our customers, suppliers or other business partners if you have material non- public information about them.

"Material" information includes anything likely to influence a potential investor's decision to buy or sell DIRTT shares. This means significant things such as mergers, corporate earnings projections, major project awards or changes, and changes in senior management. You are required to comply with trading "blackout periods" or similar trading restrictions imposed on employees pending material public announcements of Company information.

Investors should be able to trust that everyone trading in the market has the same information. Insider trading distorts the markets and damages trust. Simply put: if you are thinking of making a trade because you know something important about the Company that others might not – hit pause, think twice, and talk to a member of DIRTT leadership.

#5 NEVER TRADE ON INSIDE INFORMATION

#6 DO BUSINESS ETHICALLY

Trust goes both ways.

You expect DIRTT to be fair and in turn DIRTT and all DIRTTbags expect to be able to trust you. DIRTT is committed to doing business responsibly and ethically. Among other things, we do not engage in fraudulent or corrupt business practices, and we do not use child labour or permit our suppliers to do so. DIRTT expects the same ethical business conduct from you. Acting in the best interests of our clients, shareholders and other stakeholders is in the best interest of us all.

Conflicts of Interest. Avoiding conflicts of interest – and even perceived conflicts of interest – goes a long way toward ensuring that we avoid behaviour that is unethical or that otherwise violates the Code. You should not have any interest in a business that competes with DIRTT, or that currently provides or seeks to provide supplies or services to DIRTT. Nor should you have an undisclosed personal relationship with an individual who provides or seeks to provide services or supplies to DIRTT. If you currently have such an interest in a business or relationship with an individual, or if such interest or relationship is later acquired or develops, you must disclose that interest or relationship to the Talent Team or a member of DIRTT leadership. DIRTT will not engage in any proposed transaction or agreement in respect of which a director or officer has a material interest unless such transaction or agreement is approved by DIRTT's Board of Directors (and complies with all applicable legal requirements).

Gifts, Favours or Personal Advantages. You should not accept gifts, entertainment, favours, loans or other benefits that influence your business judgment or decision-making, regardless of the value. Any gift over \$250 must be reported to the Chief Executive Officer or President (or, if you are a director or officer, to the Board of Directors). When in doubt as to whether a gift is acceptable, seek input from your supervisor, the Talent Team or a member of DIRTT leadership.

Unlawful or Unethical Behaviour. Unlawful or unethical behaviour in our workforce, including soliciting, accepting or paying bribes or other illicit payments for any purpose, is not tolerated. Situations where judgment might be influenced by, or appear to be influenced by, such unlawful or unethical behaviour must be avoided. Payment or acceptance of any “kickbacks” or any other unlawful payment or benefit to secure any contract or other favourable treatment is also prohibited.

Fair Business Dealings. Each of us is a DIRTT representative and must deal fairly with others (including our clients, partners, suppliers, competitors and employees) when conducting our business. We compete vigorously in our industry but do so ethically, fairly and legally. We do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

#7 PROTECT DIRTT PROPERTY

Corporate Opportunities. Advancing DIRTT's business interests means not using opportunities that we discover using DIRTT's corporate property, information or position for our personal benefit unless approved by DIRTT's Board of Directors.

Goodwill, Brands and Business Reputation. DIRTT encourages professionalism and honesty in social media and other communications. Remember that what you publish on social media might be available to be read by the masses (including the Company itself). Keep this in mind before you post content. Always strive to be accurate in your communications about DIRTT and remember that your statements have the potential to result in liability for you or the Company.

We are each responsible for protecting DIRTT property and using this property and other resources appropriately.

Personal Information. DIRTT has access to certain personal information about employees, clients and others. Treating people fairly means keeping this information secure as the law and our clients and employees would expect. We are entrusted to do so. DIRTT follows all privacy laws, and has strong systems in place to make sure personal information is not inappropriately disclosed – and expects our employees to comply with those laws as well.

Proprietary Information. We must be careful with proprietary information. DIRTTbags are regularly developing new software or products, creating an innovative marketing strategy, or improving manufacturing processes. Telling others about the work we are planning or doing before we launch it reduces our competitive advantage and devalues our creative resources. DIRTT owns this information, and we must not reveal it or provide technical details that would allow others to copy our work and hurt our competitiveness.

Information Technology Resources. DIRTT provides employees and consultants with access to email, the internet, telephones and other forms of communication for business purposes. While use of these resources for personal purposes is permitted, this use should not be excessive or interfere with job performance. All communications and other use of resources must be conducted in a professional manner. Do not access internet sites containing obscene material, or send emails that violate the Code. Employees must be vigilant to ensure that the network security is maintained. DIRTT has the right to access, monitor and review communications conducted using our resources at any time, and DIRTTbags should have no expectation of privacy when using such resources.

Sometimes things go wrong. We are all human. If you notice something wrong at DIRTT, what should you do?

If you see a co-worker doing, or about to do, something illegal or against the Code, address the issue directly if you feel comfortable doing so, or promptly report it to your supervisor, the Talent Team or a member of DIRTT leadership. It's easier to avoid a bad situation in the first place, rather than trying to deal with one afterward. If something has already gone wrong, we need to deal with that too. Ignoring the problem only makes it worse. By addressing the issue or reporting it, you'll be helping both DIRTT and your colleagues.

WHAT IF SOMETHING SEEMS WRONG?

You can also report any violations of the law and/or the DIRTT Code through our confidential **DIRTT Integrity Program**. Here's how:

Call the confidential hotline at **1-866-921-6714**;

Visit the website at <https://www.integritycounts.ca/>; or

Email at dirtt@integritycounts.ca;

Any reporting through the DIRTT Integrity Program is directed to the Chair of the Audit Committee and the General Counsel of the Company.

When problems come up, we'll carefully look into all the facts and circumstances, from all perspectives. We will conduct all investigations fairly. A fair and complete review process is critically important to protecting our people. You are expected to co-operate with audits or investigations regarding violations of the law, the Code or any other DIRTT policy.

Maybe you're worried about retaliation. Don't be. Anyone who retaliates against someone for raising a concern will face discipline, which may include termination. If you report a violation in good faith, DIRTT will fully support you, because it's fair and it's vital to our business.

KEEP THE CODE

DIRTT takes this Code seriously and expects the same from you. If you break the Code, or intentionally cause someone to break the Code, DIRTT will take the appropriate corrective measures, which may include disciplinary action up to and including termination of employment.

Ask questions if you're unsure of something, look out for one another, report problems, pay attention to your work and your surroundings, and treat people, your work environment, and the planet with respect and care. This helps keep DIRTT and your own work life safe and comfortable. If you have questions about this Code or how to handle a situation related to conduct, please contact your supervisor, the Talent Team, any member of DIRTT leadership – or use one of the avenues noted above that allow you to report such concerns anonymously. This Code is the guide we want to follow to make sure we all do the right thing. It is not intended to create a contract of employment or contractual rights, so you should not view it as if it does. Like it says at the beginning, this is "Our Way of Doing Business". Remember – we're all DIRTTbags and we're all in this together.