

Stakeholder Engagement Policy

DIRTT Environmental Solutions



STAKEHOLDER ENGAGEMENT POLICY

DIRTT Environmental Solutions

A. INTRODUCTION

DIRTT Environmental Solutions Ltd. (the “**Corporation**”) is committed to engaging in constructive and meaningful communications with its shareholders and interested parties (collectively, “**stakeholders**”).

The Corporation’s board of directors (the “**Board**”), acting on the recommendation of the Corporate Governance Committee, has adopted this Stakeholder Engagement Policy to promote open and sustained dialogue with the Corporation’s stakeholders consistent with the Corporation’s Disclosure and Insider Trading Policy and its obligations to provide timely disclosure and maintain effective disclosure controls and procedures.

The Corporation seeks to communicate with its stakeholders in a wide variety of channels including its annual report, proxy circular, quarterly reports, annual information form, news releases, website and presentations at its annual general meeting of shareholders, one-on-one and group meetings as well as industry conferences. The Corporation holds conference calls for quarterly earnings releases and major corporate developments as soon as practical after they are publicly disclosed and such calls are open to be heard by the public, and replays of these calls are available by phone and/or online. Details of such calls and other corporate information are posted at the Corporation’s website: <http://www.dirtt.net>. The Corporation also maintains social media feeds @DIRTT on Twitter and Instagram, @DIRTTEnvironmentalSolutions on Facebook, “DIRTT Environmental Solutions” on LinkedIn and “DIRTT” on Youtube.

Shareholders are encouraged to attend the Corporation’s annual general meetings of shareholders as they provide a valuable opportunity to discuss the Corporation’s performance, operations, strategy, corporate governance practices, executive and director compensation and other important matters with management and the Board, as appropriate.

Shareholder feedback is also received through one-on-one or group meetings between management and institutional shareholders, as well as by letter, e-mail or telephone contact. As appropriate, shareholder concerns are addressed promptly by the Investor Relations department. Shareholders may also make their views known through individual voting for directors and other matters submitted to shareholders for approval. In addition, shareholders may put forward proposals in accordance with applicable rules.

B. MANAGEMENT – SHAREHOLDER ENGAGEMENT

Management is principally responsible for shareholder communications and engagement and shareholders may communicate their views to management through the Corporation’s Investor Relations department by contacting:

Investor Relations:

DIRTT Environmental Solutions Ltd.
7303 – 30th Street S.E.
Calgary, AB
Canada T2C 1N6
Tel: 1-403-723-5000
Email: ir@dirtt.net

C. BOARD – STAKEHOLDER ENGAGEMENT

Shareholders may provide feedback directly to any individual director, including the independent directors as a group, the Board or any Board committee. The Board may also reach out to key shareholders, either directly or with the assistance of the Corporation’s Investor Relations team.

Any interested party may communicate directly with the Independent Lead Director and the other independent directors.

Typical topics for directors to discuss with stakeholders include:

- Board structure and composition;
- Board performance;
- Chief Executive Officer performance;
- Executive compensation;
- Succession planning process;
- Corporate governance practices and disclosure;
- Board oversight of accounting, auditing and internal controls;
- Long term corporate strategy; and
- Overall corporate performance.

To request a meeting with any director, including the Independent Lead Director, the independent directors as a group, the Board or any Board committee (if applicable), please deliver a sealed envelope or email marked “**Confidential**” to:

DIRTT Environmental Solutions Ltd.
7303 – 30th Street S.E.
Calgary, AB
Canada T2C 1N6
Email: board@dirtt.net

All stakeholder correspondence addressed to a director or any Board committee, with the exception of sales solicitations and other similar types of correspondence, will be forwarded to the Independent Lead Director. Purely for administrative purposes, all such correspondence may be opened or viewed by the General Counsel & Corporate Secretary.

A request for a meeting with directors or any Board committee should: identify whether or not the person requesting the meeting is a shareholder of the Corporation (and the level of such shareholdings); include a list of the individuals who would represent, or accompany, the stakeholder at the meeting; provide an overview of the questions sought to be discussed; and describe any intention to communicate the nature and results of the meeting with other persons.

In order to prioritize acceptance of meeting requests based on the interest of all stakeholders of the Corporation, to reasonably manage the number of such meeting requests, and to ensure that only appropriate topics are addressed, the Independent Lead Director may in his or her discretion decline a request.

The General Counsel & Corporate Secretary and/or his or her designate may be asked to attend the meeting in order to confirm compliance with the Corporation’s obligations respecting timely disclosure and the maintenance and assessment of disclosure controls and procedures. If the agenda involves particularly sensitive matters, the Independent Lead Director may grant a stakeholder request to have such meeting held in the absence of all members

of management, although if such request is granted generally the directors will adopt a 'listen only' approach and stakeholders should be aware that the directors in attendance at the meeting reserve the right to review the matters discussed with management.

In all instances, meetings pursuant to this Stakeholder Engagement Policy shall be held in accordance with the Corporation's Disclosure and Insider Trading Policy, which includes the obligation to not make selective disclosure of material information.