
**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): March 7, 2023

DIRTT ENVIRONMENTAL SOLUTIONS LTD.

(Exact name of registrant as specified in its charter)

Alberta, Canada
(State or Other Jurisdiction
of Incorporation)

001-39061
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

7303 30th Street S.E.
Calgary, Alberta, Canada T2C 1N6
(Address of principal executive offices, including zip code)

(403) 723-5000
(Registrant's telephone number, including area code)

N/A
(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:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Shares, without par value	DRTT	The Nasdaq Stock Market LLC

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard

As previously reported, on September 7, 2022, DIRT Environmental Solutions Ltd. (the “Company”) received a letter from The Nasdaq Stock Market (“Nasdaq”) that the Company was not in compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5450(a)(1) (the “Bid Price Rule”) for a period of 30 consecutive business days. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company was provided a compliance period of 180 calendar days from the date of the notice to regain compliance with the Bid Price Rule by maintaining a minimum closing bid price of at least \$1.00 for a minimum of 10 consecutive business days at any time during the 180-day period.

On March 7, 2023, Nasdaq notified the Company in writing that while the Company had not regained compliance with the Bid Price Rule, it was eligible for an additional 180 calendar day period, or until September 5, 2023, to regain compliance with the Bid Price Rule. Nasdaq’s determination was based on the Company having met the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on The Nasdaq Capital Market, with the exception of the Bid Price Rule, and on the Company’s written notice to Nasdaq of its intention to cure the deficiency during the second compliance period, including by effecting a reverse stock split, if necessary. If at any time during this additional time period the closing bid price of the Company’s common stock is at least \$1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation of compliance and the matter will be closed.

If the Company does not regain compliance by September 5, 2023, Nasdaq will provide written notice that the Company’s common stock will be delisted, at which point the Company may appeal Nasdaq’s determination to a Hearings Panel. The Company would remain listed on Nasdaq pending the Hearings Panel’s decision. There can be no assurance that, in the event the Company does not regain compliance within the requisite time period and the Company appeals the delisting determination by Nasdaq to the Hearings Panel, that such appeal would be successful.

The Company intends to continue to monitor the closing bid price of its common stock and may, if appropriate, consider implementing available options to regain compliance with the minimum bid price requirement, including the implementation of a reverse stock split, if necessary. The Company’s securities were transferred to The Nasdaq Capital Market at the opening of business on March 9, 2023.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on March 10, 2023 announcing the notice described above and the transfer of its common stock to The Nasdaq Capital Market. 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 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 No.	Description
99.1	Press Release issued by DIRT Environmental Solutions Ltd. on March 10, 2023.
104	Cover Page Interactive Data File (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.

Date: March 13, 2023

DIRTT Environmental Solutions Ltd.

By: /s/ Nandini Somayaji

Nandini Somayaji
Senior Vice President,
General Counsel and Corporate Secretary

**DIRTT Announces Transfer to the Nasdaq Capital Market**

CALGARY, Alberta, March 10, 2023—DIRTT Environmental Solutions Ltd. (“DIRTT” or the “Company”) (TSX:DRT, NASDAQ:DRTT), a global leader in industrialized construction, today announced that it has been notified by the Nasdaq Stock Market (“Nasdaq”) that the Company is eligible for an additional 180 calendar day period, or until September 5, 2023, to regain compliance with the Nasdaq Listing Rule 5450(a)(1) (the “Bid Price Rule”). If at any time during this time period the closing bid price of the Company’s common shares is at least \$1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation of compliance and the matter will be closed. In connection with the foregoing, the Company’s common shares were transferred to the Nasdaq Capital Market at the opening of business on March 9, 2023.

The Company remains confident in our future growth opportunities as discussed on our February 23, 2023 earnings call. Our business operations are not affected by the receipt of the notification or the transfer of its common shares to the Nasdaq Capital Market, nor is our commitment to continue delivering value to our customers, partners, employees, and shareholders.

ABOUT DIRTT

DIRTT is a global leader in industrialized construction. Its 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.

Headquartered in Calgary, AB Canada, DIRTT trades on Nasdaq under the symbol “DRTT” and on the Toronto Stock Exchange under the symbol “DRT”.

FORWARD LOOKING STATEMENTS:

This news release contains forward-looking information within the meaning of applicable securities legislation, which reflects the Company's current expectations regarding future events, including statements about the potential delisting of its common stock from Nasdaq and the Company's plans to regain compliance with the Bid Price Rule. In some cases forward-looking information can be identified by such terms as "anticipate," "believe," "expect," "estimate," "intend," "plan," "project," "outlook," "may," "will," "should," "would," "could," "can," 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, the severity and duration of the COVID-19 pandemic and related economic repercussions and other risks described under the section titled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the U.S. Securities and Exchange Commission and applicable securities commissions or similar regulatory authorities in Canada on February 22, 2023. 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 MORE INFORMATION, PLEASE CONTACT
DIRTT Investor Relations at ir@dirtt.com