

DIRTT Environmental Solutions Ltd.

Notice of Annual and Special Meeting

Our annual and special meeting of shareholders (the “Meeting”) is scheduled to be held on Tuesday, May 30, 2023 at 3:00 p.m. MDT. The Meeting is scheduled to be held in an in-person and virtual format, with the in-person format to be held at DIRTT’s offices, 7303-30th Street SE, Calgary, Alberta and the virtual format to be conducted via live audio webcast online at meetnow.global/M9HQQ4X.

The Meeting will be held for the purposes of:

1. receiving the audited consolidated financial statements of DIRTT Environmental Solutions Ltd. (the “Company” or “DIRTT”) for the year ended December 31, 2022 and the independent registered public accounting firm’s report thereon;
2. electing the directors of the Company, each to serve until the close of the 2024 annual meeting of shareholders or until his or her successor is duly elected or appointed (Proposal 1);
3. appointing PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, at a remuneration to be fixed by the board of directors of the Company (the “Board”) (Proposal 2);
4. approving the Company’s Amended and Restated Long Term Incentive Plan and shares reserved for issuance thereunder (Proposal 3);
5. approving the issuance of 3,899,745 common shares of the Company (“Common Shares”) to 22NW Fund, LP and/or Aron English (collectively, “22NW”), at a deemed price of \$0.40 per Common Share, as reimbursement for legal fees and other expenses incurred by 22NW in connection with the contested director election at the 2022 annual and special meeting (the “2022 Meeting”), which issuance would, if approved, result in a shareholder holding more than 20% of the outstanding Common Shares of the Company and is therefore deemed by the Toronto Stock Exchange (“TSX”) to create a new control person of the Company, and deemed by the Nasdaq Capital Market (“Nasdaq”) to be a “change of control” of the Company (Proposal 4); and
6. transacting such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Only registered holders of the Company’s Common Shares at the close of business on April 10, 2023, the record date for the Meeting, are entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof.

Registered shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, provided they are present in person or are present virtually, connected to the Internet and comply with all of the requirements set out in the Management Information Circular and Proxy Statement. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting and ask questions, but will not be able to vote at the Meeting. A shareholder who wishes to appoint a person other than the management nominees identified on their proxy card or voting instruction form (including a non-registered shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Management Information Circular and Proxy Statement and on the proxy card or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, Computershare Trust Company of Canada, after submitting their proxy card or voting instruction form. **Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a username to participate in the Meeting and only being able to attend as a guest.**

The specific details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular and Proxy Statement of the Company, which accompanies this Notice of Annual Meeting.

Registered holders of Common Shares may vote their proxies by signing, dating and returning a proxy card or by using the Internet or telephone pursuant to the instructions on their proxy card. If your Common Shares are held in the name of a bank or broker, you may be able to vote on the Internet or by telephone. Please follow the instructions on the voting instruction form you receive. Voting by using the Internet or telephone, or by returning your proxy card or voting instruction form in advance of the Meeting, does not preclude you from attending the Meeting online.

Your vote is important. Whether or not you expect to attend the Meeting, please vote over the Internet, by telephone or by completing and promptly returning the enclosed proxy card or voting instruction form so that your shares may be represented at the Meeting.

By order of the Board of Directors

(signed) “Nandini Somayaji”

Nandini Somayaji
Senior Vice President, General Counsel & Corporate Secretary