DIRTT Environmental Solutions Ltd.

Notice of Meeting

and Information Circular

in respect of the

Annual and Special Meeting of Shareholders

to be held on May 5, 2016

March 21, 2016

DIRTT ENVIRONMENTAL SOLUTIONS LTD.

NOTICE OF MEETING

TO THE SHAREHOLDERS OF DIRTT ENVIRONMENTAL SOLUTIONS LTD.

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of DIRTT Environmental Solutions Ltd. ("**DIRTT**" or the "**Corporation**") will be held at the main office of the Corporation at 7303 - 30th Street S.E., Calgary, Alberta, at 3:00 p.m. (Calgary time) on May 5, 2016 for the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2015 and the auditor's report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year;
4. to consider and, if deemed fit, approve an ordinary resolution approving all unallocated options under the Corporation's stock option plan; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

The Corporation is using the "notice and access" system adopted by the Canadian Securities Administrators for the delivery of: (i) its information circular dated March 21, 2016 (the "**Circular**") and other proxy-related materials for the Meeting; and (ii) its financial statements for the year ended December 31, 2015 and related management's discussion and analysis (collectively, the "**Meeting Materials**"). Shareholders have the ability to access the Meeting Materials on SEDAR or at http://www.envisionreports.com/DGDQ2016 or to request a paper copy of the Meeting Materials up to one year from the date the proxy-related materials are filed on SEDAR, or by mail at 7303 – 30th Street S.E, Calgary, Alberta, T2C 1N6, or by telephone at (403) 723-5000, or by email at ir@dirtt.net. Use of the "notice and access" system reduces the cost and environmental impact of producing and distributing paper copies of documents in very large quantities.

The board of directors of the Corporation has fixed March 21, 2016 (the "**Record Date**") as the record date. Shareholders of record at the close of business on the Record Date are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Commons Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, no later than 10 days before the Meeting, that his or her name be included on the Shareholders list before the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting. The Corporation encourages and reminds all Shareholders to review the Circular before voting.

If you are a registered Shareholder and are unable to attend the Meeting in person, please: (i) date and execute the form of proxy mailed to Shareholders and deposit it with Computershare Trust Company of Canada, Proxy Department by mail at 135 West Beaver Creek, P.O Box 300, Richmond Hill, Ontario, L4B 4R5, or by facsimile at (416) 263-9524 or 1 (866) 249-7775; or (ii) visit www.investorvote.com, in each case no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment(s) or postponement(s) thereof.

If you are not a registered Shareholder and receive a voting instruction form through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Steve Parry"

Steve Parry, Chairman
March 21, 2016

DIRTT ENVIRONMENTAL SOLUTIONS LTD.

INFORMATION CIRCULAR

PURPOSE OF SOLICITATION

This information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of DIRTT Environmental Solutions Ltd. ("DIRTT" or the "Corporation") for use at the annual and special meeting (the "Meeting") of the holders (the "Shareholders") of common shares ("Common Shares") of the Corporation.

The Meeting will be held at the main office of the Corporation at 7303 - 30th Street S.E., Calgary, Alberta, at 3:00 p.m. (Calgary time) on May 5, 2016, and at any adjournment(s) or postponement(s) thereof for the purposes set forth in the notice of meeting dated March 21, 2016 (the "**Notice of Meeting**"). Information contained herein is given as of March 21, 2016 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of DIRTT who will not be additionally compensated thereof. The costs of soliciting proxies will be borne by DIRTT. The Corporation is not sending proxy-related materials directly to non-objecting beneficial Shareholders and it plans to have such materials distributed by intermediaries. The Corporation is paying intermediaries to send proxy-related materials to both non-objecting beneficial Shareholders and objecting beneficial Shareholders.

NOTICE AND ACCESS

The Corporation is using the "notice and access" system adopted by the Canadian Securities Administrators for the delivery of: (i) this Circular and its other proxy-related materials for the Meeting; and (ii) its financial statements for the year ended December 31, 2015 and related management's discussion and analysis (collectively, the "**Meeting Materials**"). Shareholders have the ability to access the Meeting Materials on SEDAR or at http://www.envisionreports.com/DGDQ2016 or to request a paper copy of the Meeting Materials up to one year from the date the proxy-related materials are filed on SEDAR, or by mail at 7303 – 30th Street S.E, Calgary, Alberta, T2C 1N6, or by telephone at (403) 723-5000, or by email at ir@dirtt.net. Use of the "notice and access" system reduces the cost and environmental impact of producing and distributing paper copies of documents in very large quantities.

APPOINTMENT AND REVOCATION OF PROXIES

An instrument of proxy was mailed to Shareholders. The persons named in the form of proxy are directors and/or executive officers of DIRTT**. A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him or her at the Meeting other than the persons designated in the form of proxy by inserting the name of his or her chosen nominee in the space provided for that purpose on the instrument of proxy and by striking out the printed names.**

An instrument of proxy will not be valid for the Meeting or any adjournment(s) or postponement(s) thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be deposited with Computershare Trust Company of Canada, Proxy Department, by mail at 135 West Beaver Creek, P.O Box 300 Richmond Hill, Ontario, L4B 4R5, or by facsimile at (416) 263-9524 or 1 (866) 249-7775, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays), prior to the time of the Meeting or any adjournment(s) or postponement(s) thereof. Alternatively, Shareholders can visit www.investorvote.com to transmit voting instructions.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited with Computershare Trust Company of Canada at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) or postponement(s) thereof, at which the proxy is to be used or with the chairman of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof.

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders, as a number of Shareholders do not hold Commons Shares in their own name. Shareholders who do not hold their Common Shares in their own name ("Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of DIRTT as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of DIRTT. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the instrument of proxy supplied to a Beneficial Shareholder by its broker is identical to the instrument of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to them by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or visit Broadridge's dedicated voting website at http://www.proxyvote.com to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for a registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for a registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted on any matter that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the form of proxy mailed to Shareholders will vote in favor of all the matters set out thereon. The form of proxy mailed to Shareholders confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, then discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of the printing of this Circular, management of DIRTT knew of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of DIRTT (the "**Board**") has fixed March 21, 2016 (the "**Record Date**") as the record date. Shareholders at the close of business on the Record Date are entitled to receive notice of the Meeting and to vote thereat or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, no later than 10 days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

As of the date hereof, 84,536,016 Common Shares were issued and outstanding as fully paid and non-assessable.

To the knowledge of the directors and executive officers of DIRTT, as of the date hereof, no person, firm or corporation beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all of the Common Shares.

As of the date hereof, the directors and executive officers, as a group, beneficially owned, directly or indirectly 3,167,082 Common Shares, representing approximately 3.7% of the issued and outstanding Common Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

Management of DIRTT is not aware of any material interest of any director, proposed nominee for election as a director or executive officer or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former directors or executive officers of the Corporation or any of its subsidiaries and no associate of any director or executive officer of the Corporation is or has been indebted to the Corporation or its subsidiaries at any time since January 1, 2015, except as set forth below.

Name and Principal Position	Involvement of Corporation	Largest Amount Outstanding During the Year Ended December 31, 2015 ($)	Amount Outstanding as at March 21, 2016 ($)	Security for Indebtedness	Amount Forgiven During the Year Ended December 31, 2015 ($)
Mogens Smed[(1)] CEO	Lender	463,109	438,843	250,000 Common Shares	Nil

Note:

(1) The loan to Mr. Mogens Smed enabled Mr. Smed to meet certain personal financial obligations after Mr. Smed, at the request of DIRTT, agreed to be issued Common Shares rather than cash on maturity of $500,000 principal amount of convertible debentures issued to Mr. Smed on February 1, 2005. The loan bears interest at a rate of 5% per year with monthly payments of $3,750 and is secured by a pledge of 250,000 Common Shares.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding options ("**Options**") issued pursuant to the Corporation's amended and restated incentive stock option plan (the "**Plan**"), the weighted average exercise price of such Options and the number of Common Shares remaining available for future issuance under equity compensation plans of the Corporation as at December 31, 2015.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options	Number of Common Shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by Shareholders	-	-	-
Equity compensation plans not approved by Shareholders	5,752,419	$4.68	2,697,730
Total	5,752,419	$4.68	2,697,730

The Plan is intended to provide a means, in the form of a proprietary interest in DIRTT to increase the interest of officers, directors, employees and consultants of the Corporation or the DIRTT subsidiaries (collectively, the "**Participants**") in DIRTT's welfare and to provide a means through which DIRTT can attract and retain service providers of outstanding abilities.

Under the Plan:

- Options may be granted in such numbers and with such vesting provisions as the Board may determine;
- the exercise price of Options shall not be less than the "fair market value" of the Common Shares at the date of granting such Option. For purposes of the Plan, "fair market value" means the weighted average price of the Common Shares on the Toronto Stock Exchange (the "**TSX**") for the five trading days prior to the date on which the Option is granted;
- the term and expiry date of the Options granted shall be determined at the discretion of the Board at the time of granting of the Options (the "**Fixed Term**");
- the maximum Fixed Term is five years;
- in the event that the Fixed Term falls within a period of time imposed by DIRTT as a period in which certain designated persons may not trade in securities of DIRTT (a "**Black-out Period**"), the expiry date of the Options shall be extended by 10 days (not including Saturdays, Sundays and statutory holidays observed in Calgary, Alberta) from the date any Black-out Period ends;
- the Options are not transferable or assignable;

- no financial assistance is provided by DIRTT to facilitate the purchase of Common Shares under the Plan to the Participants to whom such Options have been granted;
- the aggregate number of Common Shares that may be reserved for issuance under the Plan, together with any Common Shares reserved for issuance under any other share compensation arrangements, must not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis);
- the number of Common Shares, when combined with any other share compensation arrangements, issuable (or reserved for issuance) to "insiders" of DIRTT and their associates and affiliates may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis), at any time and no more than 10% of the issued and outstanding Common Shares may be issued under the Plan or pursuant to any other share compensation arrangements to "insiders' of DIRTT within any one year period;
- the issuance of Common Shares to any one Participant, when combined with any other share compensation arrangements, may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis);
- unless otherwise determined by the Board, upon the occurrence of a "triggering event", any Options granted, accelerate or provide for the acceleration of vesting of Options previously granted. In addition, the Board may, in its sole discretion, upon the occurrence of the "triggering event" provide that a holder of Options has 21 days to exercise their Options, after which time they shall expire. In the event the "triggering event" is not completed, the Options shall again become subject to their original terms;
- in the event of the termination of the employment of a Participant, without cause, prior to the expiry time of an Option, such Option shall cease and terminate on the 60th day in the case of an employee or consultant, or the 90th day, in the case of a director or officer, following the effective date of such resignation, retirement or termination (or such other period determined by the Board, provided that no such Option may be exercised past its original expiry date);
- in the event of the resignation, retirement or termination of the employment of a Participant with cause, prior to the expiry time of an Option, such Option shall cease and terminate immediately upon the date of notice of such resignation, retirement or termination with cause;
- in the event of the death or permanent disability of a Participant, prior to the expiry time of an Option, such Option whether or not vested, shall be exercisable for six months following the death or permanent disability of the Participant (or such other period determined by the Board, provided that no such Option may be exercised past its original expiry date) and thereafter shall

be of no further force or effect whatsoever as to the Common Shares in respect of which such Option has not previously been exercised;

- the Board has the ability to amend the Plan or any Option without seeking Shareholder approval, subject to applicable law, such changes include, without limitation, minor changes of a "housekeeping nature", amending the vesting provisions of existing Options and changing the termination provisions of any Option, provided it does not entail an extension beyond the original expiry date of such Option or beyond five years from its Grant Date, with the following exceptions that require approval of Shareholders:
  - any amendments to the amendment provisions of the Plan;
  - any increase in the number of Common Shares reserved for issuance under the Plan; and
  - any reduction in the exercise price of an Option; and
- any amendments may be subject to the prior consent of any applicable regulatory bodies, including the TSX.

As of the date hereof, there are 5,694,774 Options outstanding under the Plan, representing approximately 6.7% of the issued and outstanding Common Shares. There are approximately 2,758,828 unallocated Options available for issuance under the Plan.

CORPORATE GOVERNANCE

The Corporation's corporate governance practices are set out in Appendix "A" to this Circular.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's philosophy, objectives and processes regarding compensation for the Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**") and each of the four most highly compensated executive officers of the Corporation, other than the CEO and CFO, whose total compensation was, individually, more than $150,000 for the year ended December 31, 2015 (each a "**Named Executive Officer**" and collectively, the "**Named Executive Officers**").

For the year ended December 31, 2015, the Corporation had the following six (6) Named Executive Officers:

- Mogens Smed (CEO);
- Scott Jenkins (President);
- Derek Payne (CFO and Corporate Secretary);
- Tracy Baker (Chief Operating Officer);
- Geoff Gosling (Vice President, Product Development); and
- Barrie Loberg (Vice President, Software Development).

Compensation Philosophy and Objectives

The primary objectives of the Corporation’s compensation program are:

- to attract and retain talented and experienced executive officers;
- to motivate and reward executive officers whose knowledge, skills and performance are critical to DIRTT’s success;
- to encourage executive officers to manage DIRTT’s business to meet its long-term objectives; and
- to align the interests of executive officers and Shareholders by motivating executive officers to increase Shareholder value and reward executive officers when Shareholder value increases.

The Corporation’s method of determining compensation varies from case to case based on a discretionary and subjective determination of what is appropriate at the time. When determining levels of compensation each year, the Board considers individual experience and performance, level of responsibility, skills and experience, and other compensation awards or arrangements.

Compensation Process

The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to compensation matters. Compensation for the Corporation’s executive officers (other than the CEO and the President) is recommended by the CEO and the President and then reviewed by the Compensation Committee. Recommendations for all executive officers are then made by the Compensation Committee to the Board for the Board’s ultimate approval. In making its recommendations, the Compensation Committee utilizes publicly disclosed compensation data from management information circulars and since 2013, the services of McDowall Associates, independent compensation consultants, to provide market data on executive and director compensation and a technical analysis of the market data in light of the Corporation's compensation plans and practices. McDowall Associates were engaged during 2015 to provide the Compensation Committee with an independent analysis of the Corporation's compensation plans and practices for fiscal 2016. The Compensation Committee plans to engage McDowall Associates every two years.

The table below shows the fees paid to McDowall Associates over the last two years:

Services Performed	Fees paid in 2015	Fees paid in 2014
Executive compensation-related fees	$32,293	$Nil
All other fees	$Nil	$Nil

All members of the Compensation Committee have expertise and extensive experience in compensation and other human resource areas. See "Board Committees – Compensation Committee" under Appendix "A" to this Circular.

Compensation Components

For the year ended December 31, 2015, the compensation program for each Named Executive Officer consisted of a base salary, cash variable pay, and Option awards. The Board believes that these components, to a greater or lesser extent, serve or will serve each of the objectives of the compensation program. All executive officers are also eligible to participate in the same benefits as offered to all full-time employees.

Base Salary

Base salary is used to recognize the experience, skills, knowledge and responsibilities required of executive officers. In determining base salaries, the Board takes into account the knowledge of the industry and the financial resources of the Corporation. The Board believes that the base salaries of the executive officers are competitive to those that are received by comparable officers with comparable responsibilities in similar companies. In November 2015, the Board resolved to increase the base salaries for the Named Executive Officers as follows: Mr. Smed, $508,500; Mr. Jenkins, $364,300; Mr. Payne, $300,000; Ms. Baker, $338,976; Mr. Gosling, $338,976; and Mr. Loberg, $338,976. The increases were effective January 1, 2016.

Annual Incentive Plan

In May 2015, the Board approved a variable pay plan (the "Variable Pay Plan") for fiscal 2015 for the Named Executive Officers based on achieving two performance metrics; adjusted gross profit and adjusted EBITDA, which are non-IFRS measures. If the two performance metrics are achieved, then the Named Executive Officers will be eligible for a cash payment equal to 50% of their base salary. The Corporation is relying on the exemption under section 2.1(4) of Form 51-102F6 as disclosure of the performance goals would seriously prejudice the Corporation's interests. The performance metrics are determined as part of the Corporation's budgetary process and are therefore based on revenue forecasts. Accordingly, the Corporation believes disclosure of performance metrics could intentionally or unintentionally be used by investors to develop financial outlook with respect to the Corporation's ongoing revenue expectations/targets. The Corporation's current practice is to not provide any financial outlook or future-oriented financial information. Adjusted gross profit is gross profit before the deduction of the depreciation of equipment and tooling for manufacturing-related assets that is included in cost of goods sold. Adjusted EBITDA is earnings before interest, taxes, depreciation and amortization ("EBITDA") plus non-cash foreign exchange gains or losses on debt revaluation; gains or losses on disposal of property, plant and equipment and intangible assets; write-off of property, plant and equipment and intangible assets; non-cash stock-based compensation expense; transaction costs; and any other non-recurring gains or losses. For a reconciliation of these non-IFRS measures see the Corporation's management's discussion and analysis for the year ended December 31, 2015, available on SEDAR at http://www.sedar.com. These two line items are important as they capture growth (and the quality of that growth), profitability and scaling of the business. The Variable Pay Plan was constructed so that a person's variable pay is tied to company-wide performance, placing the emphasis on team results and team work. The annual variable pay potential for each senior management member represents a meaningful amount of additional compensation to act as a strong incentive and also balance that with being fiscally prudent for the Corporation. Cash variable pay of $962,000 was awarded to the Named Executive Officers for the year ended December 31, 2015.

Option Awards

The executive officers are eligible to receive Option awards under the Plan. The Board intends for Option awards to be an integral part of the overall compensation program as the Board believes that the Corporation's long-term performance will be enhanced through the use of Option awards that reward executive officers for maximizing Shareholder value over time. In determining the number of Options to be granted to executive officers, the Board takes into account the individual's position, scope of responsibility, ability to affect profits and Shareholder value, the value of the Options in relation to other elements of the individual executive officer's total compensation and the overall number of Options that are outstanding relative to the number of outstanding Common Shares. 675,000 Options were awarded to the Named Executive Officers for the year ended December 31, 2015.

Risks of Compensation Policies and Practices

The Corporation's compensation program is designed to provide executive officers incentives for the achievement of near-term and long-term objectives, without motivating them to take unnecessary risk. As part of its review and discussion of executive compensation, the Board and the Compensation

Committee noted the following facts that discourage the Corporation's executives from taking unnecessary or excessive risk:

- the Corporation's operating strategy and related compensation philosophy;
- the effective balance, in each case, between cash and equity mix, near-term and long-term focus, corporate and individual performance and financial and non-financial performance;
- the Corporation's approach to performance evaluation and compensation that provides greater rewards to an executive officer achieving both short-term and long-term agreed-upon objectives; and
- the Corporation's compensation plans have been in effect for many years and there is no evidence they encourage high-risk taking.

Based on this review, the Board and the Compensation Committee believe that the Corporation's total executive compensation program does not encourage executive officers to take unnecessary or excessive risk.

Financial Instruments

The Board has developed a Disclosure and Insider Trading Policy which restricts its directors, officers, employees and contractors from purchasing financial instruments, including prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, or units of exchangeable funds, that are designed to or that may reasonably be expected to have the effect of hedging or offsetting a decrease in the market value of any securities of the Corporation. Furthermore, the Disclosure and Insider Trading Policy prohibits the purchase or sale of securities of the Corporation with the intention of reselling or repurchasing in a relatively short period of time in the expectation of a short-term rise or fall in the market price of the securities of the Corporation.

Compensation Table

The following table sets forth information concerning the compensation received by the Named Executive Officers for the year ended December 31, 2015 and 2014.

Name and Principal Position	Period	Salary ($)	Option-Based Awards ($)[1]	Non-Equity Incentive Plan Compensation: Annual Incentive Plans ($)[3]	Non-Equity Incentive Plan Compensation: Long-Term Incentive Plans ($)	All Other Compensation ($)[4]	Total Compensation ($)
Mogens Smed	2015	406,800	431,805	203,400	Nil	Nil	1,042,005
CEO	2014	406,800	205,176	165,363	Nil	Nil	777,339
Scott Jenkins	2015	316,800	269,878	158,400	Nil	15,840	760,918
President	2014	316,800	205,176	128,616	Nil	9,900	660,492
Derek Payne[2]	2015	184.659	107,951	125,000	Nil	8,854	426,464
CFO	2014	151,515	123,105	84,687	Nil	2,367	361,674
Geoff Gosling	2015	316,800	215,903	158,400	Nil	15,180	706,283
Vice President, Product Development	2014	316,800	123,105	128,616	Nil	Nil	568,521
Barrie Loberg	2015	316,800	215,903	158,400	Nil	Nil	691,103
Vice President, Software Development	2014	316,800	123,105	128,616	Nil	Nil	568,521
Tracy Baker	2015	316,800	215,903	158,400	Nil	15,840	706,943
Chief Operating Officer	2014	316,800	123,105	128,616	Nil	9,900	578,421

Notes:

(1) Calculated using Black-Scholes option-pricing model in accordance with IFRS 2 share-based payments.

(2) Mr. Derek Payne was on a medical leave of absence from August 8, 2014 to April 6, 2015.

(3) Paid 90% of this amount on December 15, 2015 and the remainder will be paid on March 31, 2016 in respect of the year ended December 31, 2015.

(4) Relates to DIRTT's 50% additional contribution pursuant to the ESPP (as defined herein). Refer to "*Employee Share Purchase Plan*".

Outstanding Option Based Awards

The following table sets forth information with respect to the outstanding Options granted under the Plan to the Named Executive Officers as of December 31, 2015, which includes all Options granted prior to January 1, 2016.

Name and Principal Position	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date	Value of Unexercised In-the-Money Options ($)[1]
Mogens Smed	200,000	6.10	Aug. 16, 2020	168,000
CEO	83,334	3.59	Jun. 30, 2019	279,169
Scott Jenkins	125,000	6.10	Aug. 16, 2020	105,000
President	86,666	3.59	Jun. 30, 2019	290,331
Derek Payne	50,000	6.10	Aug. 16, 2020	42,000
CFO	75,000	3.59	Jun. 30, 2019	251,250
	45,000	1.50	Jun. 5, 2017	244,800
Geoff Gosling	100,000	6.10	Aug. 16, 2020	84,000
Vice President,	75,000	3.59	Jun. 30, 2019	251,250
Product Development	16,666	1.50	Jun. 5, 2017	90,663
Barrie Loberg	100,000	6.10	Aug. 16, 2020	84,000
Vice President,	75,000	3.59	Jun. 30, 2019	251,250
Software Development	16,666	1.50	Jun. 5, 2017	90,663
Tracy Baker	100,000	6.10	Aug. 16, 2020	84,000
Chief Operating Officer	50,000	3.59	Jun. 30, 2019	167,500

Notes:

(1) Based on the December 31, 2015 TSX closing price per Common Share of $6.94.

Incentive Plan Awards

The following table sets forth information with respect to the incentive plan awards to the Named Executive Officers as of the year ended December 31, 2015.

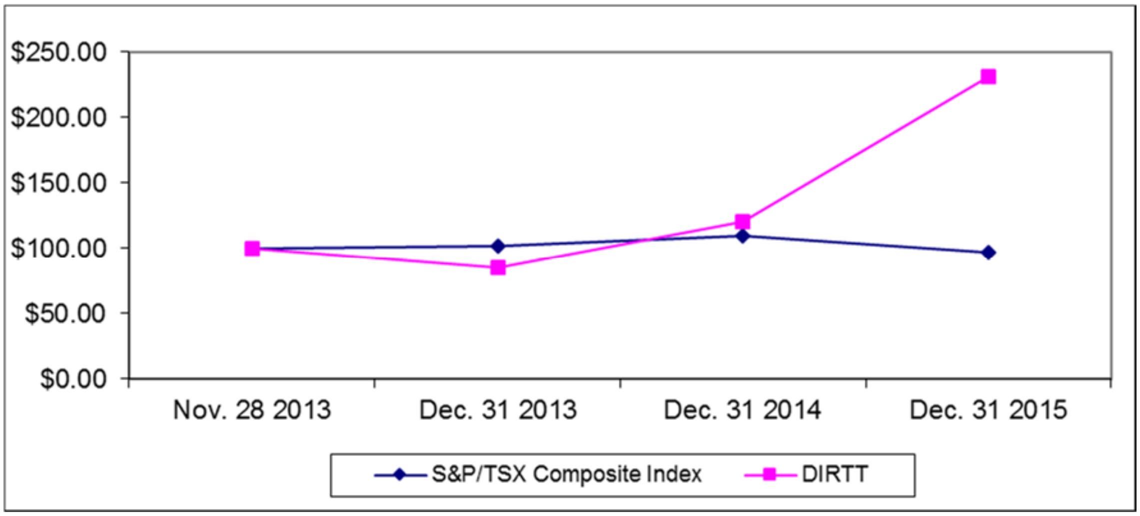
Name and Principal Position	Option-Based Awards – Value vested during the year ($)	Non-Equity Incentive Plan Compensation – Value earned during the year ($)[(1)]
Mogens Smed CEO	239,577	203,400
Scott Jenkins President	299,581	158,400
Derek Payne CFO	251,750	125,000
Geoff Gosling Vice President, Product Development	191,745	158,400
Barrie Loberg Vice President, Software Development	191,745	158,400
Tracy Baker Chief Operating Officer	191,745	158,400

Notes:

(1) Cash variable pay accrued and paid to the Named Executive Officers in respect of the year ended December 31, 2015.

Performance Graph

The Corporation became a reporting issuer on November 28, 2013 upon completion of its initial public offering. The following Performance Graph shows the change in the cumulative total shareholder return on the Common Shares compared the S&P/TSX Composite Index, from November 28, 2013 to December 31, 2015. The performance of the Common Shares is based on historical data and is not indicative of, nor is it intended to forecast, the future performance of the Common Shares.



	Nov. 28, 2013	Dec. 31, 2013	Dec. 31, 2014	Dec. 31, 2015
S&P/TSX Composite Index	$100	$101.69	$109.23	$97.12
DIRTT Environmental Solutions Ltd.	$100	$85.00	$120.00	$231.33

The trend shown in the above graph does not necessarily correspond to the Corporation's trend of compensation for the Named Executive Officers for the period disclosed above. The Corporation considers a number of factors in connection with its determination of appropriate levels of compensation which is not necessarily tied exclusively to the trading price of the Common Shares on the TSX and other factors discussed under "Compensation Discussion Analysis".

Termination and Change of Control Benefits

Executive Employment Agreements

Messrs. Jenkins and Payne and Ms. Baker are each a party to an executive employment agreement with DIRTT (or a DIRTT subsidiary) (an "**Executive Employment Agreement**") pursuant to which the Corporation will make a payment to such Named Executive Officer equal to: (i) all unpaid salary, variable pay and unused vacation accrued to the termination date; (ii) reimbursement of all expenses incurred in accordance with such Executive Employment Agreement up to the termination date; (iii) continuation of the salary (less deductions and withholdings) of such Named Executive Officer for a period of 12 months plus one month for each full or partial year of the Named Executive Officer's employment with the Corporation to a maximum of 18 months (the "**Executive Severance Period**"); (iv) if a variable pay is paid out for the year in which the termination date occurs, a pro rata share of the variable pay based on the months of the year the Named Executive Officer was employed by the Corporation; and (v) continued eligibility to participate in all benefits, subject to the terms of the applicable plan, until the end of the Executive Severance Period (collectively, (i), (ii), (iii), (iv) and (v) are referred to herein as the "**Executive Termination Payment**") in the event of termination of such Named Executive Officer without "Just Cause", or resignation by such Named Executive Officer for "Good Reason". If the Named Executive Officer elects, in writing, within five days of the termination date, they may receive the salary continuance referred to in (iii) above in a lump sum equal to one month of the Named Executive Officer's salary multiplied by the number of months in the Executive Severance Period less two months. Ms. Baker is also entitled to be reimbursed for any courses or other educational programs taken to upgrade her educational skills for a period of six months beginning as at the termination date, up to a maximum of $15,000. Notwithstanding any term to the contrary in the Plan, all Options held by the Named Executive Officer that are not vested and exercisable as of the termination date shall be fully accelerated so that each Option held by the Named Executive Officer shall be fully vested and exercisable as of the termination date and remain exercisable until the earlier of six months from the termination date or the expiry of the original term of the Option, after which the Option shall expire. In the event that the Named Executive Officer cannot exercise the Options due to a Black-out Period or other regulatory requirement, the Named Executive Officer may exercise Options for a further period of 30 days after such Black-out Period or other regulatory restriction is lifted or removed.

The payments and benefits referred to in (iii), (iv) and (v) above are conditional upon the Named Executive Officer's compliance with clauses contained in the Executive Employment Agreement relating to: (i) non-competition (for the duration of the Executive Severance Period); (ii) non-solicitation (for the duration of the Executive Severance Period); and (iii) confidentiality (in perpetuity, as applicable); and such payments and benefits will be forfeited if the Named Executive Officer breaches such obligations.

Founder Employment Agreements

Messrs. Gosling, Loberg and Smed are each a party to an executive employment agreement with DIRTT (or a DIRTT subsidiary) (a "**Founder Employment Agreement**") pursuant to which the Corporation will make a payment to such Named Executive Officer equal to: (i) all unpaid salary, variable pay and unused vacation accrued to the termination date; (ii) reimbursement of all expenses incurred in accordance with such Founder Employment Agreement up to the termination date; (iii) a lump sum payment equal to the salary of such Named Executive Officer for a period of 24 months (the "**Founder Severance Period**"); (iv) if a variable pay is declared for the year in which the termination date occurs, a pro rata share of the variable pay based on the months of the year the Named Executive Officer was employed by the Corporation; and (v) continued eligibility to participate in all benefits, subject to the terms of the applicable plan, until the end of the Founder Severance Period; and (vi) an amount equal to the average of the variable pay received by the Named Executive Officer in the two years prior to the termination date for the Founder Severance Period (collectively, (i), (ii), (iii), (iv), (v) and (vi) are referred to herein as the "**Founder Termination Payment**") in the event of termination of such Named Executive Officer without "Just Cause", or resignation by such Named Executive Officer for "Good Reason". Notwithstanding any term to the contrary in the Stock Option Plan, all Options held by the Named Executive Officer that are not vested and exercisable as of the termination date shall be fully accelerated so that each Option held by the Named Executive Officer shall be fully vested and exercisable as of the termination date and remain exercisable until the earlier of six months from the termination date or the expiry of the original term of the Option, after which the Option shall expire. In the event that the Named Executive Officer cannot exercise the Options due to a Black-out Period or other regulatory requirement, the Named Executive Officer may exercise Options for a further period of 30 days after such Black-out Period or other regulatory restriction is lifted or removed.

The payments and benefits referred to in (iii), (iv), (v) and (vi) above are conditional upon the Named Executive Officer's compliance with clauses contained in the Founder Employment Agreement relating to: (i) non-competition (for the duration of the Founder Restricted Period); (ii) non-solicitation (for the duration of the Founder Restricted Period); and (iii) confidentiality (in perpetuity, as applicable); and such payments and benefits will be forfeited if the Named Executive Officer breaches such obligations.

For the purposes of the above headings:

"**Founder Restricted Period**" means: (i) 12 months if the Named Executive Officer resigns without Good Reason; or (ii) 24 months if the Named Executive Officer's employment is terminated for any reason other than death or resignation without Good Reason. In the event that the Named Executive Officer resigns without Good Reason, the Founder Restricted Period may be increased to 24 months at the option of the Corporation provided that the Corporation pays to the Named Executive Officer an amount equal to 12 months' salary. Such option must be exercised by the Corporation on the termination date.

"**Good Reason**" means any one or more of the following: (i) without the express written consent of the Named Executive Officer, any material change or diminution of the Named Executive Officer's title, authority, status, duties, reporting relationship (for Mogens Smed, to the Board; for all other Named Executive Officers, to the CEO) or responsibilities or a material diminution in the authority, duties, or responsibilities of the CEO (for Mogens Smed, the latter two circumstances are replaced with a requirement that Mr. Smed report to a corporate officer or employee of the Corporation instead of reporting directly to the Board, or if the Corporation has a parent company, a requirement that Mr. Smed report to any individual or entity other than the board of the ultimate parent company of the Corporation); (ii) any material reduction in the Named Executive Officer's compensation, including his or her salary, benefits, pensions, variable and incentive compensation, perquisites and allowances (for the Founder Employment Agreements, a reduction of more than 2% is considered material and in the case of the variable pay, a reduction of more than 2% of the Named Executive Officer's target amount is considered material); (iii) the requirement that the Named Executive Officer be based anywhere other than at the Corporation's principal executive offices in Calgary, Alberta; (iv) any material breach by the Corporation of the Founder or Executive Employment Agreement; or (v) any other reason which would be concluded by a court of competent jurisdiction to amount to a constructive dismissal at common law; provided that the Named Executive Officer has provided the Corporation with written notice of the acts or omissions constituting grounds for Good Reason, and the Corporation shall have 30 days to rectify any error or omission (for the Founder Employment Agreements, such rectification is subject to the Named Executive Officer's satisfaction).

"**Just Cause**" means: (i) fraud, misappropriation of the property or funds of the Corporation, embezzlement, malfeasance, misfeasance or nonfeasance in office which is willfully or grossly negligent on the part of the Named Executive Officer; (ii) the willful allowance by the Named Executive Officer of the Named Executive Officer's duty to the Corporation and his personal interests to come into conflict in a material way in relation to any transaction or matter that is of a substantial nature; or (iii) the breach by the Named Executive Officer of any non-competition, non-solicitation or confidentiality covenants contained in the Founder or Employment Agreement.

The table below sets out an estimated Executive Termination Payment and Founder Termination Payment, as applicable, that each Named Executive Officer would have been entitled to, as applicable, if the event resulting in termination of employment occurred on December 31, 2015. As at December 31, 2015, the Company accrued and paid a variable pay of $962,000 (2014 - $764, 514) for the Named Executive Officers with respect to the 2015 Board approved variable pay plan.

Name and Principal Position	Termination without "Just Cause" ($)(1)	Resignation for "Good Reason" ($)(1)	Termination for "Just Cause" ($)(2)
Mogens Smed CEO	997,982	997,982	Nil
Scott Jenkins President	475,200	475,200	Nil
Derek Payne CFO	375,000	375,000	Nil
Geoff Gosling VP, Product Development	777,108	777,108	Nil
Barrie Loberg VP, Software Development	777,108	777,108	Nil
Tracy Baker Chief Operating Officer	475,200	475,200	Nil

Notes:

(1) Does not include benefits which amounts are considered immaterial.

(2) In the event of a termination for "Just Cause" or resignation without "Good Reason", the Corporation shall have no further obligation to the Named Executive Officer, other than the payment of annual base salary and variable pay accrued and unpaid through the date of termination, outstanding expense reimbursements, provision of all benefits up to the date of termination and any unused accrued vacation pay.

Employee Share Purchase Plan

The Board has adopted an Employee Share Purchase Plan ("ESPP") to encourage ownership of Common Shares and to align the interest of employees, including Named Executive Officers, more closely with those of Shareholders. All employees are eligible to participate in the ESPP. Pursuant to the ESPP, employees are able to purchase Common Shares up to an aggregate amount of 10% of their base salaries and with DIRTT contributing an additional 50% of each such employee amount towards further purchases. All Common Shares are purchased through the facilities of the TSX and all Common Shares purchased through DIRTT contributions are required to be held for a minimum of one year from the date of purchase. Amounts paid by DIRTT are a taxable benefit.

DIRECTOR COMPENSATION

The Corporate Governance Committee assists the Board with respect to the establishment of the Corporation's compensation program for its directors. The main objectives of the directors' compensation program are to:

- compensate the directors in a manner that is commensurate with the risks and responsibilities assumed in Board and committee membership, and competitive with other comparable issuers; and
- align the interests of the directors with the Shareholders.

Unlike compensation for the Named Executive Officers, the directors' compensation program is not designed to pay for performance; rather, directors receive retainers for their services in order to help ensure unbiased decision-making. The directors are also eligible to receive Option awards under the Plan.

Effective July 1, 2014, compensation for the directors was comprised of an annual fee of $60,000 per director and all meeting fees were eliminated. The Chair of the Board, Audit Committee, Compensation Committee and Corporate Governance Committee received an additional $10,000 per director per year. Effective May 8, 2015, directors who are on three or more committees also received an additional $5,000 per director per year. The Corporation also reimburses the directors for out-of-pocket expenses for attending meetings.

Executive directors do not receive any compensation for their services as directors.

Compensation Table

The following table sets forth information concerning the compensation earned by the directors for the year ended December 31, 2015. Messrs. Smed and Jenkins do not receive any compensation for their services as directors.

Name	Fees Earned ($)	Option-Based Awards ($)[1]	All Other Compensation ($)	Total Compensation ($)
Wayne Boulais [2]	38,901	53,976	Nil	92,877
Gregory F. Burke	60,000	53,976	Nil	113,976
Lawrence D. Fairholm	66,766	53,976	Nil	120,742
James A. Gosling [3]	35,543	Nil	Nil	35,543
Christine McGinley	66,484	53,976	Nil	120,460
Steve Parry	80,000	53,976	Nil	133,976
Diana Propper de Callejon	70,000	53,976	Nil	123,976
Denise Turner [4]	24,457	53,976	Nil	78,433

Notes:

(1) Calculated using Black-Scholes option-pricing model in accordance with IFRS 2 share-based payments.

(2) Mr. Wayne Boulais became a director effective May 8, 2015.

(3) Mr. James A. Gosling resigned on August 4, 2015. He stayed on as a board observer.

(4) Ms. Denise Tuner became a director effective August 4, 2015.

Outstanding Option-Based Awards

The following table sets forth information with respect to the outstanding Options granted under the Plan to the directors as of December 31, 2015, which includes all Options granted prior to January 1, 2016.

Name	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date	Value of Unexercised In-the-Money Options ($)[(1)]
Wayne Boulais	25,000	6.10	Aug. 16, 2020	21,000
Gregory F. Burke	25,000	6.10	Aug. 16, 2020	21,000
	25,000	3.59	Jun. 30, 2019	83,750
	25,000	1.50	Jun. 5, 2017	136,000
Lawrence D. Fairholm	25,000	6.10	Aug. 16, 2020	21,000
	25,000	3.59	Jun. 30, 2019	83,750
	25,000	1.50	Jun. 5, 2017	136,000
Christine McGinley	25,000	6.10	Aug. 16, 2020	21,000
	25,000	3.59	Jun. 30, 2019	83,750
	25,000	2.93	Nov. 28, 2018	100,250
Steve Parry	25,000	6.10	Aug. 16, 2020	21,000
	25,000	3.59	Jun. 30, 2019	83,750
Diana Propper de Callejon	25,000	6.10	Aug. 16, 2020	21,000
	25,000	3.59	Jun. 30, 2019	83,750
Denise Turner	25,000	6.10	Aug. 16, 2020	21,000

Note:

(1) Based on the December 31, 2015 TSX closing price per Common Share of $6.94.

INCENTIVE PLAN AWARDS

The following table sets forth information with respect to the incentive plan awards to the directors as of the year ended December 31, 2015.

Name	Option-Based Awards – Value vested during the year ($)
Wayne Boulais	Nil
Gregory F. Burke	23,916
Lawrence D. Fairholm	23,916
Christine McGinley	59,331
Steve Parry	23,916
Diana Propper de Callejon	23,916
Denise Turner	Nil

ANNUAL AND SPECIAL MEETING MATTERS

Presentation of Financial Statements

The audited financial statements of the Corporation for the year ended December 31, 2015 and the auditor's report thereon will be received at the Meeting. The audited financial statements of the Corporation for the year ended December 31, 2015 and the auditor's report thereon are available on SEDAR and http://www.dirtt.net/company/investor/financial.

Election of Directors

At the Meeting, Shareholders will be asked to elect nine directors to the Board until the close of the next annual meeting of Shareholders or until his or her successor is elected or appointed. In 2013, the Board adopted a majority voting policy. Unless there is a contested election, a director who receives more withhold votes than for votes, will immediately offer to resign. The Corporate Governance Committee will review the matter and recommend to the Board whether to accept the resignation. Absent exceptional circumstances, the Corporate Governance Committee will recommend that the Board accept (and the Board will accept) the resignation of a director who receives more withhold votes than for votes. The director will not participate in any deliberations on the matter. In such case, the Board will publicly announce its decision within 90 days of the annual meeting. Shareholders should note that, as a result of the majority voting policy, a withhold vote is effectively the same as a vote against a director nominee in an uncontested election.

If, prior to the Meeting, any vacancies occur in the slate of proposed nominees herein submitted, the persons named in the form of proxy mailed to Shareholders intend to vote "FOR" the election of any substitute nominee or nominees recommended by management of DIRTT and "FOR" the remaining proposed nominees. Management of DIRTT has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The term of office for each director is from the date of the Meeting until the next annual meeting or until his or her successor is elected or appointed.

<table>
<tr><td rowspan="11">Mogens Smed
Calgary, Alberta, Canada
Director Since: September 2003
Age: 68
Not Independent</td><td colspan="4">Principal Occupation (past 5 years)
From May 2004 to present, CEO of DIRTT and from September 2003 to January 2012, President of DIRTT.</td></tr>
<tr><td>Board/Committee Membership</td><td>2015 Attendance</td><td></td><td>2015 Attendance (Total)</td></tr>
<tr><td>Board</td><td>4 of 4 | 100%</td><td></td><td>4 of 4 | 100%</td></tr>
<tr><td colspan="4">Current Public Board Membership
None</td></tr>
<tr><td colspan="4">Common Shares Held</td></tr>
<tr><td>Common Shares[1]</td><td colspan="3">Total Amount at Risk[2]</td></tr>
<tr><td>856,868[4]</td><td colspan="3">$5,946,664</td></tr>
<tr><td colspan="4">Options Held</td></tr>
<tr><td>Expiry Date</td><td>Number Common Shares Underlying Options</td><td>Exercise Price
($)</td><td><i>Value of Unexercised In-the-Money Options</i>[3]
($)</td></tr>
<tr><td>Aug. 16, 2020</td><td>200,000</td><td>6.10</td><td>168,000</td></tr>
<tr><td>Jun. 30, 2019</td><td>83,334</td><td>3.59</td><td>279,169</td></tr>
</table>

Scott Jenkins	Principal Occupation (past 5 years)				
Calgary, Alberta, Canada Director Since: September 2013 Age: 41 Not Independent	From January 2012 to present, President of DIRTT. Prior thereto, from January 2007 to January 2012, CFO of DIRTT.				
	Board/Committee Membership	**2015 Attendance**		**2015 Attendance (Total)**	
	Board	4 of 4	100%	8 of 8	100%
	Corporate Governance Committee	4 of 4	100%		
	Current Public Board Membership				
	None				
	Common Shares Held				
	Common Shares(1)	*Total Amount at Risk*(2)			
	241,334	$1,674,858			
	Options Held				
	Expiry Date	*Number Common Shares Underlying Options*	*Exercise Price ($)*	*Value of Unexercised In-the-Money Options*(3) *($)*	
	Aug. 16, 2020	125,000	6.10	105,000	
	Jun. 30, 2019	86,666	3.59	290,331	

Wayne Boulais	Principal Occupation (past 5 years)				
Chicago, Illinois, United States Director Since: May 2015 Age: 52 Independent	From 2002 to present, General Partner of Apex Ventures Partners, a US-based venture capital firm that has raised and managed more than $350 million.				
	Board/Committee Membership	**2015 Attendance**		**2015 Attendance (Total)**	
	Board	2 of 2	100%	4 of 4	100%
	Audit Committee	2 of 2	100%		
	Current Public Board Membership				
	None				
	Common Shares Held				
	Common Shares(1)	*Total Amount at Risk*(2)			
	8,400(5)	$58,296			
	Options Held				
	Expiry Date	*Number Common Shares Underlying Options*	*Exercise Price ($)*	*Value of Unexercised In-the-Money Options*(3) *($)*	

	Jun. 30, 2019	25,000	6.10	21,000

<table>
<tr><td rowspan="12">Gregory F. Burke
New York, New York, United States
Director Since: May 2005
Age: 58
Independent</td><td colspan="4">Principal Occupation (past 5 years)
From 1982 to present, President and CEO of Lane Office Furniture, Inc., a private full service furniture dealership company.</td></tr>
<tr><td>Board/Committee Membership</td><td colspan="2">2015 Attendance</td><td colspan="2">2015 Attendance (Total)</td></tr>
<tr><td>Board
Compensation Committee</td><td>4 of 4
8 of 8</td><td>100%
100%</td><td>12 of 12</td><td>100%</td></tr>
<tr><td colspan="4">Current Public Board Membership
None</td></tr>
<tr><td colspan="4">Common Shares Held</td></tr>
<tr><td>Common Shares(1)
325,500</td><td colspan="3">Total Amount at Risk(2)
$2,258,970</td></tr>
<tr><td colspan="4">Options Held</td></tr>
<tr><td>Expiry Date</td><td>Number Common Shares Underlying Options</td><td>Exercise Price ($)</td><td><i>Value of Unexercised In-the-Money Options</i>(3) ($)</td></tr>
<tr><td>Aug. 16, 2020</td><td>25,000</td><td>6.10</td><td>21,000</td></tr>
<tr><td>Jun. 30, 2019</td><td>25,000</td><td>3.59</td><td>83,750</td></tr>
<tr><td>Jun. 5, 2017</td><td>25,000</td><td>1.50</td><td>136,000</td></tr>
</table>

<table>
<tr><td rowspan="5">Lawrence D. Fairholm
Montreal, Quebec, Canada
Director Since: May 2005
Age: 74
Independent</td><td colspan="5">Principal Occupation (past 5 years)
From May 1978 to present, President of Fairholm Management Ltd., a private company providing corporate real estate, facilities and management consulting services.</td></tr>
<tr><td>Board/Committee Membership</td><td colspan="2">2015 Attendance</td><td colspan="2">2015 Attendance (Total)</td></tr>
<tr><td>Board
Audit Committee
Compensation Committee
Corporate Governance Committee</td><td>4 of 4
4 of 4
8 of 8
4 of 4</td><td>100%
100%
100%
100%</td><td>20 of 20</td><td>100%</td></tr>
<tr><td colspan="5">Current Public Board Membership
None</td></tr>
<tr><td colspan="5">Common Shares Held</td></tr>
</table>

	Common Shares[1]	*Total Amount at Risk*[2]		
	41,000	$284,540		
	Options Held			
	Expiry Date	*Number Common Shares Underlying Options*	*Exercise Price ($)*	*Value of Unexercised In-the-Money Options*[3] *($)*
	Aug. 16, 2020	25,000	6.10	21,000
	Jun. 30, 2019	25,000	3.59	83,750
	Jun. 5, 2017	25,000	1.50	136,000

<table>
<tr><td rowspan="12">Christine McGinley
Calgary, Alberta, Canada
Director Since: November 2013
Age: 57
Independent</td><td colspan="5">Principal Occupation (past 5 years)
From 2010 to present, Corporate Director.</td></tr>
<tr><td>Board/Committee Membership</td><td colspan="2">2015 Attendance</td><td colspan="2">2015 Attendance (Total)</td></tr>
<tr><td>Board
Audit Committee
Corporate Governance Committee</td><td>4 of 4
4 of 4
3 of 3</td><td>100%
100%
100%</td><td>11 of 11</td><td>100%</td></tr>
<tr><td colspan="5">Current Public Board Membership
Northview Apartment REIT (TSX)</td></tr>
<tr><td colspan="5">Common Shares Held</td></tr>
<tr><td>Common Shares[1]</td><td colspan="4">Total Amount at Risk[2]</td></tr>
<tr><td>3,430</td><td colspan="4">$23,804</td></tr>
<tr><td colspan="5">Options Held</td></tr>
<tr><td>Expiry Date</td><td>Number Common Shares Underlying Options</td><td>Exercise Price ($)</i></td><td colspan="2"><i>Value of Unexercised In-the-Money Options</i>[3] <i>($)</td></tr>
<tr><td>Aug. 16, 2020</td><td>25,000</td><td>6.10</td><td colspan="2">21,000</td></tr>
<tr><td>Jun. 30, 2019</td><td>25,000</td><td>3.59</td><td colspan="2">83,750</td></tr>
<tr><td>Nov. 28, 2018</td><td>25,000</td><td>2.93</td><td colspan="2">100,250</td></tr>
</table>

<table>
<tr>
<td>Steve Parry (Chairman)
Tiny, Ontario, Canada
Director Since: December 2011
Age: 60
Independent</td>
<td>
Principal Occupation (past 5 years)
From July 2013 to present, Executive Chairman of Grenville Strategic Royalty Corp., a Canadian royalty company. Prior thereto, from July 2002 to July 2013, Managing Member of NGEN Partners, a US-based clean tech venture capital firm.
<table>
<tr><th>Board/Committee Membership</th><th colspan="2">2015 Attendance</th><th colspan="2">2015 Attendance (Total)</th></tr>
<tr><td>Board
Audit Committee
Corporate Governance Committee</td><td>4 of 4
3 of 3
4 of 4</td><td>100%
100%
100%</td><td>11 of 11</td><td>100%</td></tr>
</table>
Current Public Board Membership
Grenville Strategic Royalty Corp. (TSX Venture Exchange)
<table>
<tr><th colspan="2">Common Shares Held</th></tr>
<tr><td>Common Shares(1)</td><td>Total Amount at Risk(2)</td></tr>
<tr><td>13,100</td><td>$90,914</td></tr>
</table>
Options Held
<table>
<tr><th>Expiry Date</th><th>Number Common Shares Underlying Options</th><th>Exercise Price ($)</th><th><i>Value of Unexercised In-the-Money Options</i>(3) ($)</th></tr>
<tr><td>Aug. 16, 2020</td><td>25,000</td><td>6.10</td><td>21,000</td></tr>
<tr><td>Jun. 30, 2019</td><td>25,000</td><td>3.59</td><td>83,750</td></tr>
</table>
</td>
</tr>
</table>

<table>
<tr>
<td>Diana Propper de Callejon
New York, New York, United States
Director Since: March 2011
Age: 53
Independent</td>
<td>
Principal Occupation (past 5 years)
From April 2014 to present, Managing Director of Cranemere Inc. Prior thereto, from July 2012 to March 2014, independent business person and Senior Advisor and Director of Expansion Capital Partners, LLC, a private equity firm focused on clean technology and sustainability investing. Prior thereto, from May 2003 to July 2012, General Partner of Expansion Capital Partners, LLC.
<table>
<tr><th>Board/Committee Membership</th><th colspan="2">2015 Attendance</th><th colspan="2">2015 Attendance (Total)</th></tr>
<tr><td>Board
Compensation Committee
Corporate Governance Committee</td><td>4 of 4
8 of 8
1 of 1</td><td>100%
100%
100%</td><td>13 of 13</td><td>100%</td></tr>
</table>
Current Public Board Membership
None

Common Shares Held
</td>
</tr>
</table>

	Common Shares[1]	*Total Amount at Risk*[2]		
	6,500	$45,110		
	Options Held			
	Expiry Date	*Number Common Shares Underlying Options*	*Exercise Price ($)*	*Value of Unexercised In-the-Money Options*[3] *($)*
	Aug. 16, 2020	25,000	6.10	21,000
	Jun. 30, 2019	25,000	3.59	83,750

Denise Turner West Vancouver, British Columbia, Canada Director Since: August 2015 Age: 52 Independent	**Principal Occupation (past 5 years)** From 2013 to present, Corporate Director and Principal of Bravura Business Solutions Inc., a private firm providing governance advisory and strategic project management services. Prior thereto, from 2005 to 2012, Executive Vice President and Secretary of TitanStar Group of Companies, a privately owned group of companies which invested in businesses and commercial real estate in Canada and the US.				
	Board/Committee Membership	**2015 Attendance**		**2015 Attendance (Total)**	
	Board	2 of 2	100%	6 of 6	100%
	Audit Committee	1 of 1	100%		
	Corporate Governance Committee	3 of 3	100%		
	Current Public Board Membership None				
	Common Shares Held				
	Common Shares[1]	*Total Amount at Risk*[2]			
	15,500	$107,570			
	Options Held				
	Expiry Date	*Number Common Shares Underlying Options*	*Exercise Price ($)*	*Value of Unexercised In-the-Money Options*[3] *($)*	
	Aug. 16, 2020	25,000	6.10	21,000	

Notes:

(1) Includes all Common Shares held by the spouse or children living in the same residence of such individual, corporations controlled by them or family trusts of such individual.

(2) The value of the Common Shares held by the directors is calculated by multiplying the amount of Common Shares held by the December 31, 2015 TSX closing price per Common Shares of $6.94.

(3) Based on the December 31, 2015 TSX closing price per Common Share of $6.94.

(4) Common Shares owned directly through 867129 Alberta Ltd.

(5) Mr. Wayne Boulais is the General Partner of Apex Venture Partners, which holds 3,939,925 Common Shares.

Biographies

Mogens Smed, CEO and co-Founder of DIRTT, has more than 40 years of experience in the interior construction industry, including launching and growing SMED International Inc. ("**SMED International**") into a publicly traded modular interior construction company with over $300 million in annual revenue and his role as CEO of Evans Consoles Corporation ("**Evans Consoles**"), a private company providing command-control infrastructure solutions. SMED International was sold to Haworth Inc. in 2000.

Scott Jenkins, President of DIRTT, has more than 18 years of experience with manufacturing and technology companies along with the financial management industry. Scott was named President of DIRTT in 2012 and prior to that served as CFO after joining DIRTT in 2007. Scott was previously CFO of Pure Technologies Ltd., an infrastructure monitoring technology company, and Audit Senior with KPMG LLP. Scott is a member of the Chartered Professional Accountants of Alberta.

Wayne Boulais has more than 15 years of technology investing experience where he is currently a General Partner at Apex Venture Partners ("Apex"), a US-based venture capital firm that has raised and managed more than $350 million in their Fund V and Fund VI. During Wayne's tenure at Apex, Wayne has sourced or managed 10 investments and served as the board designee of Apex for eight of those investments. Wayne is currently the board designee of Apex for two active investments. Prior to Wayne's investment experience, Wayne was a principal at Mercer Management Consulting (now Oliver Wyman) in the communications, information and entertainment practice. Before attending business school, Wayne was a senior development engineer at Raytheon Corporation where Wayne led product development efforts for satellite and wireless communication systems. Wayne holds an MBA from the Massachusetts Institute of Technology as well as a Master and Bachelor of Electrical Engineering from the University of Massachusetts.

Gregory Burke has more than 30 years of experience in office furniture, design and construction industries, including his roles as the President and CEO of Lane Office Furniture, Inc., a private full service furniture dealership company and one of DIRTT's distribution partners that sells DIRTT's suite of interior construction solutions, which he joined in 1982 as a member of the sales team. Greg holds a Bachelor of Science Communications degree from St. John's University and currently serves as a director of several private and non-profit organizations.

Lawrence D. Fairholm has more than 35 years of experience in the office furniture, design, interior construction and real estate industries, including his roles as the President of Fairholm Management Ltd., a private company providing corporate real estate, facilities and management consulting services; the Founder of Buro Décor Inc., a Herman Miller Office Furniture Dealer; the Founder of BDI Facilities Management Inc., a Corporate Interior Design/Project Management company; and the Founder of The Gordian Services Group Inc., a Corporate Real Estate Consulting company. Larry was a member of the Herman Miller Advisory Council. Larry holds a Bachelor of Science degree from the University of Arizona.

Christine McGinley has more than 25 years of senior management experience, specializing in the areas of operations, technology and finance, including her most recent role as Senior VP, Operations of Canwest Broadcasting. Chris currently serves as a director and member of the Audit Committee and the Governance Committee for Canada Health Infoway, an independent not-for-profit corporation funded by the Federal Government; a director, Audit Chair and member of the Human Resources & Compensation Committee for TBayTel Municipal Service Board, a full service telecommunications company; and a director and Chair of the Audit Committee for Alberta Blue Cross, Alberta's largest benefits carrier. Chris is a trustee and Chair of the Investment Committee and member of the Audit Committee for Northview Apartment REIT, an unincorporated open-end real estate investment trust. Chris holds a Bachelor of Commerce degree from the University of Alberta and has an ICD.D designation by the Institute of Corporate Directors in Toronto, Ontario. Chris is a member of the Chartered Professional Accountants of Alberta.

Steve Parry has more than 25 years of experience in the mining and finance industries, including his roles as an Executive Chairman of Grenville Strategic Royalty Corp., a public Canadian company providing capital to industrial and technology companies using a royalty-based finance solution; as a Managing Member of NGEN Partners, a US-based cleantech venture capital firm which has raised more than $500 million in capital and has investments in leading firms in the solar, power-tech, renewable energy and project finance industries; and as a General Manager, Innovation at BHP Billiton Exploration and Development, a subsidiary of BHP Billiton, the world's largest mining company. Steve is a professional geologist, holds a Bachelor of Science degree from Queen's University and a Masters in Science degree from the University of Western Ontario and has completed executive education programs at Harvard, Columbia, Wharton and the London Business School. Steve currently serves as Chairman of the board of directors and Co-Founder of Grenville Strategic Royalty Corp. Steve also currently serves as a director of a non-profit organization.

Diana Propper de Callejon has more than 20 years of experience in the finance industry, including her roles as Managing Director of Cranemere Inc., a holding company that invests in privately held, middle-market companies in the US and overseas; as the Senior Advisor and Director of Expansion Capital Partners, LLC; a General Partner of Clean Technology Fund II, a private equity firm focused on clean technology and sustainability spanning the energy, water, green building and advanced materials sectors; and as the Founder and Managing Director of EA Capital LLC, a private investment advisory company. Diana holds a Bachelor of Arts degree from Duke University and a Masters in Business Administration degree from Harvard Business School. Diana currently serves as a director of several non-profit organizations and advisory bodies including Echoing Green, which provides fellowships to social entrepreneurs; Capital Institute, a new center of innovation focused on evolving the financial system to align it with the long-term health of ecosystems and societies; and the New York City Accelerator for a Clean and Renewable Economy.

Denise Turner has more than 30 years of experience in the commercial real estate industry. She is currently a Corporate Director and Principal of Bravura Business Solutions Inc., a recognized leader in providing governance advisory and strategic project management services. Her past positions include Executive Vice President of TitanStar Properties Inc. and Co-principal of the IAT Group of Companies, where she helped build the Canadian and American business and assisted in taking privately held Canadian real estate assets public by way of the IAT Air Cargo Facilities Income Fund, one of Canada's first income trusts. Denise was also the immediate Past Board Chair for Community Living BC, an $850 million Crown corporation. Her extensive experience on numerous Boards includes current appointments with the Vancouver Board of Trade, Surrey City Development Corporation and Musqueam Capital Corporation. As a founding director of the BC Provincial Health Services Authority, she participated in the formation of Board governance and as Vice-Chair she helped oversee the creation of an entirely new organization comprising of eight major provincial agencies. She has an ICD.D designation by the Institute of Corporate Directors of Toronto, Ontario.

Corporate Cease Trade Orders or Bankruptcies

Except as set forth below, no proposed director of the Corporation has within the 10 years prior to the date hereof: (a) been a director or executive officer of any company that, (i) while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, (ii) while such person was acting in that capacity, was subject to an event that resulted, after the proposed director ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (iii) while such person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Steve Parry was elected as a director of Energy and Power Solutions, Inc. ("**EPS**") in 2007 as the designee of NGEN III, L.P., NGEN II, L.P. and NGEN Mgt, LLC ("**NGEN Partners**"). EPS provided energy efficiency solutions to the industrial market. In September of 2011, EPS filed for bankruptcy protection pursuant to Chapter 11 of the U.S. Bankruptcy Code. Mr. Parry ceased to be a director in June of 2011 and, in January of 2012, EPS entered into settlement agreements with NGEN Partners to, among other things, release past and current officers, directors, employees and agents of NGEN Partners. In addition, Mr. Parry was elected as a director of Tioga Energy, Inc. ("**Tioga**") and SolFocus, Inc. ("**SolFocus**") as the designee of NGEN Partners. Tioga and SolFocus were providers of photovoltaic solar systems. Tioga and SolFocus conducted an assignment for the benefit of creditors in April 2013 and May 2013, respectively, and Mr. Parry ceased to be a director of both Tioga and SolFocus each upon such assignments.

Ms. Christine McGinley was the Senior VP, Operations of CanWest Broadcasting until October 2010. In October 2009, Canwest Broadcasting, along with its principal operating subsidiary Canwest Media Inc., and certain other related entities (including the over-the-air networks and specialty cable channels and the National Post), voluntarily filed for creditor protection from bankruptcy under the Companies' Creditors Arrangement Act (the "**CCAA**"). An order was successfully obtained from the Ontario Superior Court of Justice (Commercial Division) commencing proceedings under the CCAA on October 6, 2009. Canwest Broadcasting successfully emerged from CCAA in October, 2010 and was acquired by SHAW Communications.

Mr. Wayne Boulais was elected as a director of BitWave Semiconductor, Inc. ("**Bitwave**") and SolFocus as the designee of Apex. Bitwave was a fabless radio frequency semiconductor company and SolFocus was a provider of photovoltaic solar systems. Bitwave and SolFocus conducted an assignment for the benefit of creditors in May 2010 and May 2013, respectively, and Mr. Boulais ceased to be a director of both Bitwave and SolFocus each upon such assignments.

Penalties or Sanctions

No proposed director of the Corporation has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

Appointment of Auditor

At the Meeting, Shareholders will be asked to appoint Deloitte LLP, Chartered Accountants as the auditor of the Corporation until the close of the next annual meeting of Shareholders. Deloitte LLP was first appointed as the auditor of the Corporation on August 31, 2007.

Approval of Unallocated Options under the Plan

Section 613(a) of the TSX Company Manual provides that every three years after the institution of a security based compensation arrangement, all unallocated rights, options or other entitlements under such arrangement which does not have a fixed maximum number of securities issuable thereunder, must be approved by a majority of the issuer's directors and by the issuer's security holders. As the Plan is considered to be a security based compensation arrangement and as the maximum number of Common Shares issuable pursuant to the Plan is not a fixed number, but is instead equal to 10% of the outstanding Common Shares, approval is being sought at the Meeting to approve the grant of unallocated Options under the Plan. Options are considered to be "allocated" under the Plan when issued and Options which remain available for grant under the Plan are referred to as "unallocated".

As of the date hereof, there were 5,694,774 Options issued and outstanding, representing approximately 6.7% of the outstanding Common Shares. Accordingly, 2,758,828 Options remain unallocated and available for grant under the Plan as of the date hereof. The terms of the Plan are fully described in this Information Circular under the heading "SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS".

Shareholder Approval

At the Meeting, Shareholders will be asked to pass the following ordinary resolution approving the unallocated Options issuable pursuant to the Plan:

"BE IT RESOLVED THAT:

1. all unallocated options under the stock option plan of the Corporation are hereby approved;
2. the Corporation shall have the ability to continue granting options under the stock option plan of the Corporation until May 5, 2019, being the date that is three years from the date hereof; and

3. any one director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

If approval is obtained at the Meeting, the Corporation will not be required to seek further approval of the grant of unallocated Options under the Plan until May 6, 2019. If approval is not obtained at the Meeting, Options which have not been allocated as of May 5, 2016, and Options which are outstanding as of May 5, 2016, and which are subsequently cancelled, terminated or exercised, will not be available for a new grant of Options under the Plan. Previously allocated Options will continue to be unaffected by the approval or disapproval of the resolution.

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast at the Meeting by Shareholders who vote in person or by proxy at the Meeting. The persons named in the enclosed form of proxy, if named, intend to vote FOR the approval of unallocated Options under the Plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Neither the Corporation nor any director or executive officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any other insider of the Corporation, nor any associate or affiliate of any one of them has or has had, at any time since January 1, 2015, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Corporation.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

MANAGEMENT CONTRACTS

No management functions of the Corporation are performed by a person or company other than the directors or executive officers of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR at http://www.sedar.com. Financial information for the year ended December 31, 2015 is provided in the Corporation's financial statements and management's discussion and analysis for its most recently completed financial year. Shareholders who wish to receive additional copies of such financial information and management's discussion and analysis should send a request to the Corporation at 7303 - 30th Street S.E., Calgary, Alberta, T2C 1N6, Attention: Derek Payne, Chief Financial Officer and Corporate Secretary, or by facsimile to (403) 723-6644.

APPENDIX "A"

CORPORATE GOVERNANCE

Capitalized words used in this Appendix "A" Corporate Governance have the meanings given in the Circular.

The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of Shareholders but that it also promotes effective decision-making at the Board level. In establishing its corporate governance practices, the Board has been guided by National Policy 58-201, Corporate Governance Guidelines, and other regulatory requirements such as National Instrument 58-101, Disclosure of Corporate Governance Practices, and National Instrument 52-110, Audit Committees ("**NI 52-110**").

Board of Directors

Independence

The Board currently consists of the following nine directors: Messrs. Parry (Chairman), Boulais, Burke, Fairholm, Jenkins and Smed; and Mss. McGinley, Propper de Callejon and Turner. Seven of the Board members (representing approximately 78% of the Board), being Messrs. Parry, Boulais, Burke, Fairholm, and Mss. McGinley, Propper de Callejon and Turner, are considered by the Board to be independent within the meaning of NI 52-110. Messrs. Jenkins and Smed are not considered by the Board to be independent within the meaning of NI 52-110.

Additional information for each of the directors can be found under the heading "Election of Directors".

Retirement Policy and Director Term Limits

The Board has not established a retirement policy or any term limits for directors. Furthermore, the Board takes the view that such limits are an arbitrary mechanism for removing directors which can result in valuable, experienced directors being forced to leave the Board solely because of age or length of service. The Board's priorities continue to be ensuring the appropriate skill sets are present amongst the Board to optimize the benefit to the Corporation.

Current Directorships in Other Issuers

The participation of the directors of DIRTT in other reporting issuers is described in the table below:

Name of Director	Name of Other Reporting Issuer	Stock Exchange Listing
Wayne Boulais	N/A	N/A
Gregory F. Burke	N/A	N/A
Lawrence D. Fairholm	N/A	N/A
Scott Jenkins	N/A	N/A
Christine McGinley	Northview Apartment REIT	TSX
Steve Parry	Grenville Strategic Royalty Corp.	TSX Venture Exchange
Diana Propper de Callejon	N/A	N/A
Mogens Smed	N/A	N/A
Denise Turner	N/A	N/A

Board Meetings

The attendance of the current directors at the Board and its committee meetings for the year ended December 31, 2015 was as follows:

Name of Director	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings	Corporate Governance Committee Meetings
Wayne Boulais[(1)]	2 / 4	2 / 4	N/A	N/A
Gregory F. Burke	4 / 4	N/A	8 / 8	N/A
Lawrence D. Fairholm[(2)]	4 / 4	4 / 4	8 / 8	3 / 4
Scott Jenkins	4 / 4	N/A	N/A	4 / 4
Christine McGinley[(3)]	4 / 4	4 / 4	N/A	3 / 4
Steve Parry[(4)]	4 / 4	2 / 4	N/A	4 / 4

Name of Director	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings	Corporate Governance Committee Meetings
Diana Propper de Callejon(5)	4 / 4	N/A	8 / 8	1 / 4
Mogens Smed	4 / 4	N/A	N/A	N/A
Denise Turner(6)	2 / 4	1 / 4	N/A	3 / 4

Note:

(1) Mr. Wayne Boulais became a board member effective May 8, 2015 and a member of the Audit Committee effective August 4, 2015 and attended all Board and committee meetings thereafter.

(2) Mr. Lawrence D. Fairholm became a member of the Corporate Governance Committee effective August 4, 2015 and attended all committee meetings thereafter.

(3) Ms. Christine McGinley became a member of the Corporate Governance Committee effective August 4, 2015 and attended all committee meetings thereafter.

(4) Mr. Steve Parry ceased to be a member of the Audit Committee effective August 5, 2015.

(5) Ms. Diana Propper de Callejon ceased to be a member of the Corporate Governance Committee effective April 25, 2015.

(6) Ms. Denise Turner became a board member and a member of the Corporate Governance Committee effective August 4, 2015 and a member of the Audit Committee effective November 3, 2015 and attended all Board and committee meetings thereafter.

The Board and its committees conduct in-camera sessions, at which no executive directors or members of management are present. The in-camera sessions are intended not only to encourage the Board and its committees to fully and independently fulfill their mandates or charters, but also to facilitate the performance of the fiduciary duties and responsibilities of the Board and its committees on behalf of Shareholders. For the year ended December 31, 2015, the Board, the Audit Committee, the Compensation Committee and the Corporate Governance Committee held 4, 4, 8 and 4 in-camera sessions, respectively.

Board Mandate

The role of the Board is to focus on the governance and stewardship of the business carried on by the Corporation. In broad terms, the Board will review strategy, assign responsibility for achievement of that strategy, and monitor performance. The Board has developed a written Board Mandate which is attached as Appendix "B" to this Circular.

Position Descriptions

The Board has developed written position descriptions for the Chair, the CEO and the President. The Board has not developed separate written position descriptions for the chair of each Board committee.

Instead, the Board has adopted written charters for each Board committee which outline chair responsibilities.

Chair of the Board

The Chair's scope, duties and responsibilities include, but are not limited to, the following:

- be satisfied that the Board is alert to its obligations to the Corporation and to Shareholders;
- establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- set agendas for Board meetings after being satisfied such agenda enables the Board to successfully carry out its duties;
- maintain a liaison and communication with all members of the Board and the committee chairs to co-ordinate input from all members of the Board, and optimize the effectiveness of the Board and its committees;
- be satisfied that the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Company;
- be satisfied that information requested by members of the Board or its committees of the Board is provided and meets their needs;
- review conflict of interest issues with respect to members of the Board as they arise;
- build consensus to enable the Board to act as a team in carrying out its duties and responsibilities; and
- provide advice, counsel and mentorship to the fellow members of the Board.

CEO

The CEO's scope, duties and responsibilities include, but are not limited to, the following:

- provide overall vision and leadership for the long-term success of DIRTT;
- develop a strong organization, in conjunction with the President, to ensure the proper people are in the appropriate positions;
- provide leadership to the President and other executive officers with respect to personal ethics, integrity, planning, development, and operational effectiveness;
- manage relationships, together with the President, CFO, the other executive officers and senior managers, as the case may be, with all external stakeholders;
- set the long-term objectives and business plan strategies of the Corporation, which is reviewed and approved by the Board and assist the President in the development of senior management succession and development plans;

- communication, in a regular fashion, with the Board on material matters affecting the Corporation;
- approve corporate commitments within the limits of delegated approval authorities set by the Board;
- ensure appropriate policies and procedures for the Corporation are developed;
- provide appropriate certifications regarding the Corporation and its activities, as may be required from time to time; and
- institute processes and systems designed to ensure compliance with applicable laws by DIRTT and its officers and employees.

President

The President's scope, duties and responsibilities include, but are not limited to, the following:

- provide direct management and leadership;
- provide input and make staffing recommendations to the CEO and maintain a strong organization with adequate people in the appropriate positions;
- assist the CEO in the development of the long-term objectives and business plan strategies of the Corporation;
- develop, implement and manage the annual business plan, which is required and approved by the CEO and the Board, senior management succession and development plans;
- communicate with the CEO and the Board on all material matters affecting the Corporation;
- assist with managing relationships, together with the CEO and CFO and the other executive officers and senior managers, as the case may be, with external stakeholders;
- approve projects and commitments within the limits of delegated approval authorities set by the Board;
- ensure appropriate policies and procedures of the Corporation are maintained;
- provide appropriate certifications regarding the Corporation and its activities, as may be required from time to time;
- monitor all processes and systems designed to ensure compliance with applicable laws and regulation by DIRTT and its officers and employees;
- provide communications with all employees of the Corporation on all pertinent corporation matters; and
- assist the Chair of the Board and CEO in the preparation of Board and committee materials.

Orientation and Continuing Education

The Corporate Governance Committee is mandated to oversee an orientation and education program for new directors and to provide ongoing educational opportunities for all directors. The objectives of such programs are to ensure that new directors fully understand:

- the role of the Board and its committees;
- the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Corporation expects from its directors); and
- the nature and operation of the Corporation’s affairs.

Continuing education opportunities are directed at enabling individual directors to maintain or enhance their skills and abilities as directors, as well as ensuring that their knowledge and understanding of the Corporation’s affairs remains current. All new directors will be provided with a baseline of knowledge about the Corporation as deemed appropriate.

Ethical Business Conduct

Code of Conduct

The Board has developed a Code of Conduct (the “**Code**”), for its directors, officers, employees, and contractors. A complete copy of the Code is available on SEDAR at http://www.sedar.com. The Code addresses, among other things, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of the Corporation’s assets, compliance with applicable laws, rules and regulations (including insider trading laws) and the reporting of illegal or unethical behavior. All directors, officers, employees and contractors are required to report violations of the Code in accordance with the procedures set forth therein and in the Integrity Program (the “**Integrity Program**”). The Integrity Program also promotes, among other things, the disclosure and reporting of any questionable accounting or auditing matters, fraudulent or misleading financial information. The Corporate Governance Committee is mandated to monitor compliance with the Code and to periodically review and assess the Code.

In accordance with the Code and the Business Corporations Act (Alberta), each director must disclose all actual or potential conflicts of interest and refrain from voting on matters in which such director has a conflict of interest. In addition, the director must excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest. Directors, officers, employees and contractors are encouraged to terminate any relationship or interest that gives rise to a conflict of interest that cannot be resolved. In addition, directors, officers, employees and contractors are encouraged to disclose all opportunities to dispose of conflicting interest before any difficulty arises.

The Corporate Governance Committee is mandated to review all proposed related party transactions and situations involving a potential conflict of interest that are not required to be dealt with by an "independent special committee" pursuant to applicable securities legislation.

The Board has also developed a Disclosure and Insider Trading Policy for its directors, officers, employees, and contractors. The Disclosure and Insider Trading Policy promotes consistent disclosure practices and proper trading practices, in accordance with applicable securities legislation.

Nomination of Directors

The Board does not have a nominating committee; however, the Corporate Governance Committee is mandated to identify potential Board candidates. The Corporate Governance Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Directors and representatives in the relevant industries of the Corporation are consulted for possible candidates. All Corporate Governance Committee discussions regarding potential Board candidates are held in in-camera sessions.

Representation of Women

The Corporation is committed to fostering an open and inclusive workplace culture and DIRTT's recruitment, nomination and selection processes recognize the benefits of a diversity of views and do not discriminate on the basis of race, gender or other arbitrary factors. Women have been, and will continue to be, considered by the Corporation, the Board and the Corporate Governance Committee in the making of executive officer appointments and director nominations. Currently, there are three women on the Board (representing approximately 33% of the Board) and one woman in executive officer positions (representing approximately 14% of the executive officer team). The Corporation has not established formal policies or targets regarding the representation of women on the Board or in executive officer positions.

Compensation

See "Executive Compensation" and "Director Compensation".

Board Committees

The Board has three standing committees, being the Audit Committee, the Compensation Committee and the Corporate Governance Committee. The following is a description of the committees and their current membership.

Audit Committee

Chair: Christine McGinley

Members: Wayne Boulais, Lawrence D. Fairholm and Denise Turner

The Board has determined that all of the members of the Audit Committee are independent and financially literate as such terms are defined by NI 52-110. The Board has developed a written charter setting forth the responsibilities, powers and operations of the Audit Committee. The Audit Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to:

- the integrity of the Corporation's financial statements;
- the Corporation's compliance with legal and regulatory requirements related to financial reporting;
- the qualifications, independence and performance of the Corporation's auditor; and
- the design, implementation and maintenance of internal controls and disclosure controls.

The Audit Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to determine the compensation of such advisors. The Audit Committee meets at least four times annually.

Further information relating to the Audit Committee can be found under the heading "Audit Committee" in the Corporation's annual information form for the year ended December 31, 2015 and filed on SEDAR at http://www.sedar.com.

Compensation Committee

Chair: Diana Propper de Callejon

Members: Gregory F. Burke and Lawrence D. Fairholm

The Board has determined that all of the members of the Compensation Committee are independent as such term is defined by NI 52-110. The Board has developed a written charter setting forth the responsibilities, powers and operations of the Compensation Committee. The Compensation Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to:

- the selection and retention of senior management;
- the compensation of senior management;
- professional development for senior management; and
- the management of benefit plans for employees.

The Compensation Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to determine the compensation of such advisors. The Compensation Committee meets at least two times annually.

Corporate Governance Committee

Chair: Denise Turner

Members: Lawrence D. Fairholm, Christine McGinley, Scott Jenkins and Steve Parry

The Board has determined that all of the members of the Corporate Governance Committee, except for Mr. Jenkins, are independent as such term is defined by NI 52-110. The Board has adopted a written charter setting forth the responsibilities, powers and operations of the Corporate Governance Committee. The Corporate Governance Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to:

- the Corporation's overall approach to corporate governance;
- the size, composition and structure of the Board and its committees;
- orientation and continuing education for directors; and
- related party transactions and other matters involving conflicts of interest;

The Corporate Governance Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to determine the compensation of such advisors. The Corporate Governance Committee meets at least two times annually.

Assessments

The Corporate Governance Committee has responsibility for ensuring that there is an annual process in place for evaluating the effectiveness and contribution of the Board, its committees and the individual directors. The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement. In addition to any other matters the Board deems relevant, the assessments will consider in the case of the Board or a committee, the applicable terms of reference, as well as the competencies and skills each individual director is expected to bring to the Board.

APPENDIX "B"

BOARD MANDATE

A. Accountability

The Board of Directors (the "Board") of the Corporation is responsible for supervising the management of the business and affairs of the Corporation.

B. Role

The role of the Board is to focus on governance and stewardship of the business carried on by the Corporation and its subsidiaries as a whole. The Board will review strategy, assign responsibility for achievement of that strategy, and monitor performance against those objectives. In fulfilling this role, the Board will regularly review the strategic plans developed by management so that they continue to be responsive to the changing business environment in which the Corporation and its subsidiaries operate.

C. Responsibilities

In fulfilling its role, the Board will:

1. Develop Effective Communication Procedures

a) Satisfy itself that there is effective communication between the Board and the Corporation's shareholders, other stakeholders and the public and establish measures for receiving feedback from stakeholders.

b) Determine, from time to time, the appropriate criteria against which to evaluate performance, and set corporate strategic goals and objectives within this context.

2. Establish Strategic Goals, Performance Objectives and Operational Policies

The Board will review and approve broad strategic corporate objectives and establish corporate values against which the performance of the Corporation and its subsidiaries will be measured. In this regard, the Board will, at least annually:

a) Approve long-term strategies.
Review and approve management of the Corporation and its subsidiaries' strategic and operational plans so that they are consistent with long-term goals.

b) Review and approve strategic and operational policies proposed by management and within which management of the Corporation and its subsidiaries will operate.

c) Set targets against which to measure corporate and executive performance of the Corporation and its subsidiaries.

d) Satisfy itself that a portion of executive compensation is linked appropriately to the Corporation's performance.

e) Satisfy itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management of the Corporation and its subsidiaries.

3. Delegate Management Authority to the Chief Executive Officer and the President

a) Delegate to the Chief Executive Officer and the President the authority to manage and supervise the business of and make the Corporation's and its subsidiaries' decisions regarding the ordinary course of business and operations.

b) Determine what, if any, executive limitations may be required in the exercise of the authority delegated to management.

4. Monitor Corporate Performance

a) Identify, understand, assess and monitor the principal risks of all aspects of the businesses in which the Corporation and its subsidiaries as a whole are engaged.

b) Monitor performance of the Corporation and its subsidiaries against both short-term and long-term strategic plans and annual performance targets, and monitor compliance with Board policies and the effectiveness of risk management practices.

c) Monitor compliance by management with internal controls and effective management information systems.

5. Develop Board Processes

a) Develop procedures relating to the conduct of the Board's business and the fulfillment of the Board's responsibilities.

b) Develop the Board's approach to corporate governance through the Corporate Governance Committee.

D. Qualifications of Directors

Directors are expected to have the highest personal and professional ethics and values and be committed to advancing the best interests of the Corporation and its shareholders. They are also expected to possess skills and competencies in areas that are relevant to the Corporation's activities and that enhance the ability of the Board to effectively oversee the business and affairs of the Corporation and its subsidiaries.

A majority of the Board must be independent. Independence shall have the meaning, as the context requires, given to it in National Instrument 52-110, *Audit Committees*, as may be amended from time to time. The Chair of the Board (the "**Chair**") is expected to be an independent director but, if the Chair is not independent, then there will be an independent lead director. The Chair should act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

Each director must have an understanding of the Corporation's and its subsidiaries' principal operational and financial objectives, plans and strategies, financial position and performance as well as the performance of the Corporation and its subsidiaries relative to their principal competitors. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership.

Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the Chair of the Corporate Governance Committee and, if determined appropriate by the Board on the recommendation of the Corporate Governance Committee, resign from the Board.

E. Majority Voting Policy

At meetings of shareholders at which directors are to be elected, shareholders will vote in favor of, or withhold from voting for, each nominee separately. If, with respect to any particular nominee, the number of votes withheld exceeds the votes cast in favor of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

An individual elected as a director who is considered under this majority voting policy not to have the support or confidence of the shareholders is expected to immediately submit to the Chair of the Board his or her resignation from the Board. The Corporate Governance Committee will consider the director's offer to resign and make a recommendation to the Board as to whether to accept it. A director who has tendered a resignation pursuant to this policy will not participate in any deliberations of the Corporate Governance Committee or the Board with respect to his or her resignation. Absent exceptional circumstances, the Corporate Governance Committee will recommend that the Board accept (and the Board will accept) the resignation of a director who receives more withhold votes than for votes.

Within ninety (90) days of receiving a director's resignation, the Board will make a decision and issue a press release either announcing the resignation of the director or explaining why it has not been accepted. In determining whether or not to accept the resignation, the Board will take into account the factors considered by the Governance Committee and any other factors the Board determines are relevant.

Subject to any corporate law restrictions, the Board may: (i) leave the resultant vacancy unfilled until the next annual meeting of shareholders; (ii) fill the vacancy through the appointment of a new director who merits the confidence of the shareholders; or (iii) call a special meeting of shareholders to fill the vacant position.

This majority voting policy does not apply to contested elections in which the number of director nominees for election is greater than the number of director positions on the Board. In contested elections, the directors shall be elected by the vote of a plurality of the votes cast.

F. Meetings

Subject to the Corporation’s By-laws and articles and the requirements under the Business Corporations Act (Alberta):

1. Scheduling

The Board will meet as often as it determines is necessary to fulfill its responsibilities. A meeting of the Board may be called by the Chair, the President or any two Board members. The independent directors will hold regularly scheduled meetings at which members of management non-independent directors are not in attendance.

Meetings will be held at a location determined by the Chair.

2. Notice

Notice of the time and place of each meeting will be given to each member either by telephone or other electronic means not less than 48 hours before the time of the meeting. Meetings may be held at any time without notice if all of the members have waived or are deemed to have waived notice of the meeting. A member participating in a meeting will be deemed to have waived notice of the meeting.

3. Agenda

The Chair will establish the agenda for each meeting and lead discussion on meeting agenda items. The Chair shall instruct management to circulate properly prepared agenda materials to Committee members with sufficient time to review prior to scheduled meetings. Any member may propose the inclusion of items on the agenda, request the presence of or a report by any member of senior management, or at any meeting raise subjects that are not on the agenda for the meeting.

4. Distribution of Information

The Chair will distribute, or cause the Secretary to distribute, an agenda and meeting materials in advance of each meeting to allow members sufficient time to review and consider the matters to be discussed.

5. Attendance and Participation

Each member is expected to attend all meetings. A member who is unable to attend a meeting in person may participate by telephone or teleconference.

6. Quorum

A majority of members of the Board will constitute a quorum for any meeting of the Board.

7. Voting and Approval

At meetings of the Board, each member will be entitled to one vote and questions will be decided by a majority of votes. In case of an equality of votes, the Chair will not have a second or casting vote in addition to his or her original vote.

8. Procedures

Procedures for Board meetings will be determined by the Chair unless otherwise determined by the By-laws of the Corporation or a resolution of the Board or the Board.

9. Transaction of Business

The powers of the Board may be exercised at a meeting where a quorum is present in person or by telephone or other electronic means, or by resolution in writing signed by all members entitled to vote on that resolution at a meeting of the Board.

10. Absence of Chair

In the absence of the Chair at a meeting of the Board, the members in attendance must select one of them to act as chair of that meeting.

11. Absence of Secretary

In the absence of the Secretary at a meeting of the Board, the Board may appoint one of its members or any other person to act as secretary.

12. Committees

Each committee will establish its own meeting procedures and requirements under its charter.

G. Service on Other Boards and Audit Committee

The Board does not believe that its members should be prohibited from serving on the boards of other companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another company and, as a general rule, directors are not allowed to join a board of another company on which two or more other directors of the Corporation serve. In addition, directors cannot be on the board of a competitor of the Corporation.

Members of the Audit Committee may not serve on the audit committees of more than two other companies without the prior approval of the Board.

H. Access to Outside Advisors and Records

The Board may retain any outside advisor at the expense of the Corporation at any time and has the authority to determine any such advisors' fees and other retention terms. Any director may, subject to the approval of the Chair, retain an outside advisor at the expense of the Corporation.

The Board, and any outside advisors retained by it, will have access to all records and information relating to the Corporation which it deems relevant to the performance of its duties.

I. Evaluation of Board, Directors and Committees

The Governance Committee, in consultation with the Chair, will ensure that an appropriate system is in place to evaluate and perform an annual evaluation of the effectiveness of the Board as a whole as well as the committees of the Board to ensure they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each director will be requested to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

J. Management

1. Management's Role

a) The primary responsibility of management of the Corporation and its subsidiaries is to safeguard the Corporation's assets and to create wealth for shareholders. When performance is found to be inadequate, the Board has the responsibility to bring about appropriate change.

b) Management of the Corporation and its subsidiaries is under the direction of the Chief Executive Officer and the President. The Board shall take such steps as it deems necessary to satisfy itself as to the integrity of the Chief Executive Officer, the President and the other executive officers of the Corporation and its subsidiaries and that such individuals create a culture of integrity throughout the Corporation and its subsidiaries.

2. Management's Relationship to the Board

a) Senior management of the Corporation and its subsidiaries, primarily through the Chief Executive Officer and the President, reports to and is accountable to the Board, or the board of such subsidiary which, in turn, is accountable to the Board.

b) Business plans are developed to ensure the compatibility of shareholder, Board and management views on the Corporation's and its subsidiaries' strategic direction, performance targets and utilization of shareholders' equity. A special meeting of the Board is held each year to review the strategic initiatives and the business plan submitted by senior management of the Corporation and its subsidiaries.

3. Board Access to Business Information and Management

Information provided by management to directors is critical to their effectiveness. In addition to the reports presented to the Board at its regular and special meetings, the Board is also kept informed on a timely basis by management of the Corporation and its subsidiaries with respect to developments and key decisions taken by management in pursuing the Corporation's and its subsidiaries' business plan. The directors periodically assess the quality, completeness and timeliness of information provided by management to the Board.

4. Management Performance Review and Rewards

a) The Compensation Committee annually reviews the position description of the Chief Executive Officer and the President and establishes objectives against which his or her performance is reviewed, with his or her compensation being assessed against these agreed objectives. Similar reviews and assessments are undertaken for other members of senior management in consultation with the Chief Executive Officer and the President.

b) The compensation plans of the Corporation and its subsidiaries are based on maintaining a direct link between management rewards and the wealth created for shareholders.

K. Communication and Disclosure Policies

The Corporation has adopted a Disclosure and Insider Trading Policy which summarizes its policies and practices regarding disclosure of material information to investors, analysts and the media. The purpose of Disclosure and Insider Trading Policy is to ensure that the Corporation's communications with the investment community are timely, consistent and in compliance with all applicable securities legislation. The Disclosure and Insider Trading Policy is reviewed annually by the Board of Directors and will be available on the Corporation's website.

The Corporation endeavors to keep its shareholders informed of its progress through a comprehensive annual information form, quarterly interim reports and periodic press releases. It also maintains a website that provides summary information about the Corporation and ready access to its published reports, press releases, statutory filings and supplementary information provided to analysts and investors.

Directors and management meet with the Corporation's shareholders at the annual meeting and are available to respond to questions at that time.

The Corporation also maintains an investor relations program to respond to inquiries in a timely manner. Management meets on a regular basis with investment analysts, financial advisors and interested members of the public to ensure that accurate information is available to investors, including quarterly conference calls and webcasts to discuss the Corporation's financial results. The Corporation also endeavors to ensure that the media is kept informed of developments as they occur, and have an opportunity to meet and discuss these developments with the Corporation's designated spokespersons.

L. Code of Conduct and Ethics

The Board expects all directors, officers and employees of the Corporation and its subsidiaries to conduct themselves in accordance with the highest ethical standards and to adhere to the Corporation's code of conduct and ethics in place from time to time (the DIRTT Code – Our Way of Doing Business (the "**DIRTT Code**")). Waivers of the DIRTT Code will only be granted in exceptional circumstances where the waiver would not be inconsistent with the spirit of the DIRTT Code and following consultation with legal counsel. Any waiver of the DIRTT Code for officers or directors may only be made by the Board or the Corporate Governance Committee and will be disclosed to shareholders by the Corporation to the extent required by law, regulation or stock exchange requirement. Employees may seek waivers from the Chief Executive Officer or the President and any such waivers will be promptly reported to the Board.

M. Orientation of Directors

Shareholders are best served by the Board comprised of individuals who are well versed in modern principles of corporate governance and other subject matters relevant to Board service and who thoroughly comprehend the role and responsibilities of an effective Board in the oversight and management of the Corporation and its subsidiaries. The Chair of the Governance Committee shall develop an orientation and continuing education program for all directors of the Corporation and its subsidiaries. This program will be articulated in separate director orientation and continuing education policy that will be reviewed by the Corporate Governance Committee on an annual basis.