

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

Ascent Industries Corp. (“Ascent” or the “Company”)
260 – 22529 Lougheed Hwy
Maple Ridge, BC V2X 0T5

Item 2 - Date of Material Change:

November 16, 2018

Item 3 – News Release:

A news release dated November 21, 2018 was disseminated via Canada Newswire and filed on SEDAR on November 21, 2018.

Item 4 – Summary of Material Change:

On November 21, 2018, and further to Ascent’s September 27, 2018 press release, the Company announced that Health Canada (or the “Agency”) had completed its review of the information submitted by the Company in response to the suspension of the Canadian producer’s licence and dealer’s licence issued by the Agency to Agrima Botanicals Corp (“Agrima”), a wholly-owned subsidiary of the Company.

Health Canada advised that the Company’s responses were not satisfactory to lift the suspension and issued a letter to Ascent stating that it intends to revoke Agrima’s licences. In turn, the Company announced that it intends to exercise its right to be heard under the *Cannabis Act* and *Cannabis Regulations* in order to maintain its licences. Should the Company not be successful in this hearing process, the licences could be revoked.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

For a full description of the material change, see the news release attached as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Blair Jordan
Interim Chief Executive Officer
Telephone: (778) 899-6281

Item 9 – Date of Report:

November 26, 2018

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION:

This report contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this report. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this report, forward-looking statements relate, among other things, to Ascent’s expectations on the reinstatement of the licences. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: the risk that the hearing will not be successful and the Agency will revoke the licences or continue the suspension for an indefinite period of time; the Company may be subject to sanctions (monetary or otherwise), litigation risk and other regulatory and legislative risk; and general business, economic, competitive, political and social uncertainties. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this report. Except as required by law, Ascent assumes no obligation to update the forward-

looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

Schedule "A"



News Release

**For Immediate Release
November 21, 2018**

**ASCENT INDUSTRIES CORP. PROVIDES HEALTH CANADA UPDATE AND ANNOUNCES
APPOINTMENT OF INTERIM CEO**

Vancouver, British Columbia - Further to Ascent Industries Corp.'s (CSE: ASNT) ("Ascent" or the "Company") September 27, 2018 press release, the Company reports that Health Canada (or the "Agency") has completed its review of the information submitted by the Company in response to the suspension of the Canadian producer's licence and dealer's licence issued by the Agency to Agrima Botanicals Corp ("Agrima"), a wholly-owned subsidiary of the Company.

Health Canada has advised the responses were not satisfactory to lift the suspension and has issued a letter to Ascent that it intends to revoke Agrima's licences. In turn, the Company intends to exercise its right to be heard under the *Cannabis Act and Cannabis Regulations* in order to maintain its licences. Should the Company not be successful in this hearing process, the licences could be revoked.

Health Canada's review is focused on the period during which the Company was privately held. Health Canada asserts that unauthorized activities with cannabis took place under the Company's ACMPR license during this period. The Board of Directors has accepted the resignations of Philip Campbell, Reid Parr and James Poelzer, as officers and directors of Ascent, who were the persons directing the Company at the time.

The Company has undertaken additional material actions to resolve this issue:

- The Company has formed a committee of independent directors, led by Mark Brown, to undertake a review of the concerns raised by Health Canada which is underway, and to lead the hearing process with Health Canada;
- The Company has appointed Fasken Martineau DuMoulin LLP as its independent external legal counsel to advise on the hearing process; and
- The Board of Directors has appointed Blair Jordan, the current CFO, as Interim CEO. Before joining Ascent in January 2018 as Vice President, Corporate Development, and assuming Ascent's CFO role in August 2018, Jordan was Managing Director of Investment Banking at Echelon Wealth Partners Inc. He was previously with Credit Suisse in London, New York, and Tokyo, and was a securities lawyer with Bennett Jones LLP in Calgary.

"We are fully committed to remedying this situation with Health Canada, and ensuring that Ascent operates at the highest level of the industry's best practices." says Jordan, Interim CEO. "The Independent Committee of the Board and I are giving this issue our full attention in order to get Ascent

back to its strong growth path to build more capacity, grow our employment numbers, and expand our partnerships in the local community as soon as we can.”

About Ascent Industries Corp.

The Company’s operations currently include facilities in British Columbia, Canada; and in Oregon and Nevada in the United States. The Company employs 139 people, including 89 in B.C.

In Canada, Ascent (through its wholly-owned subsidiary, Agrima) is a licensed producer (currently suspended) under the *Cannabis Act and Regulations*, with licences to cultivate cannabis and produce cannabis extracts. In addition, the Company is a licensed dealer (currently suspended) under the *Cannabis Act and Cannabis Regulations*, with the ability to produce, package, sell, send, transport and distribute medically focused cannabis products in Canada to other licensed entities and internationally in jurisdictions where medical cannabis is legal. In the United States, the Company holds licences in Oregon (for processing and for distribution of cannabis to any licenced entity in the state) and in Nevada (for cultivation and for production, processing and wholesale distribution of cannabis). In Europe, Agrima ApS, a Danish company and wholly-owned subsidiary of Ascent, has submitted licence applications for a Wholesaler Dealers Licence and Controlled Drug Licence in Denmark, and applications for the approval of eight products to the Danish Medical Cannabis Pilot Program.

THE CANADIAN SECURITIES EXCHANGE (THE “CSE”) HAS NEITHER APPROVED NOR DISAPPROVED THE CONTENTS OF THIS PRESS RELEASE. NEITHER THE CSE OR ITS MARKET REGULATOR (AS THAT TERM IS DEFINED IN THE POLICIES OF THE CSE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

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from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, Ascent assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

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For further information:

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