

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

Ascent Industries Corp. (“**Ascent**”)
260 – 22529 Lougheed Highway
Maple Ridge, British Columbia V2X 0T5

Item 2 Date of Material Change

March 1, 2019

Item 3 News Release

A news release was issued and disseminated by the Ascent through Canada NewsWire on March 4, 2019.

Item 4 Summary of Material Change

Ascent announced that on Friday, March 1, 2019, the Supreme Court of British Columbia (the “**Court**”) issued an order granting the Ascent’s application for creditor protection under the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”). The order also extends protection to Agrima Botanicals Corp., Bloom Holdings Ltd., Bloom Meadows Corp., Pinecone Products Ltd., Agrima Scientific Corp. and West Fork Holdings NV Inc. (collectively, with Ascent, the “**Company**”). These proceedings do not include or impact the operations and activities of Ascent’s other subsidiaries, including operations in Oregon, Nevada and Denmark.

Item 5 Full Description of Material Change

Ascent announced that on Friday, March 1, 2019, the Court issued an order granting the Company’s application for creditor protection under the CCAA. The order also extends protection to Agrima Botanicals Corp., Bloom Holdings Ltd., Bloom Meadows Corp., Pinecone Products Ltd., Agrima Scientific Corp. and West Fork Holdings NV Inc. These proceedings do not include or impact the operations and activities of Ascent’s other subsidiaries, including operations in Oregon, Nevada and Denmark.

The decision to commence CCAA proceedings followed a review of strategic alternatives by Ascent’s board of directors (the “**Board**”). The Company sought protection to address near term liquidity issues, which were in large part caused by the ongoing suspension of the Company’s licenses by Health Canada and which were negatively impacting the Company’s ability to complete a strategic alternatives process in sufficient time to address the short term liquidity issues.

In the circumstances, the Board determined that a CCAA proceeding was the most prudent and effective way to carry on business and maximize value for the Company’s stakeholders. While under CCAA protection, Ascent will continue with its day-to-day operations and will conclude the strategic alternatives process. The Company notes that the strategic alternatives review process has generated substantial interest from various parties, and anticipates concluding the process in the immediate future.

Ascent has received a commitment for up to \$2,000,000 in interim financing, subject to certain terms and conditions, to support its continued operations, which interim financing was approved by the Court. The interim financing is expected to provide sufficient liquidity to support the Company's business through to the conclusion of the strategic alternatives process. It is expected that this financing will be provided by Gulf Bridge Ltd. ("**Gulf Bridge**"), a secured creditor of Ascent.

Ascent also announced that it received on February 25, 2019 notice from Gulf Bridge that it intends to enforce its security over certain assets of Ascent pursuant to a loan agreement dated January 4, 2019 between Gulf Bridge and Ascent and guaranteed by Ascent's subsidiaries, West Fork Holdings NV Inc., Agrima Botanicals Corp. and Bloom Holdings Ltd. As of February 25, 2019, the total amount of indebtedness secured in \$7,092,054.79. In accordance with the initial order granted in the CCAA proceedings, Gulf Bridge is stayed from enforcing its security over the property and undertaking of the entities in the CCAA proceedings. Gulf Bridge will have the right to enforce its security interest on property that is held by companies outside of the CCAA proceedings as of March 7, 2019.

Item 5.2 Disclosure of Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 Executive Officer

For further information, please contact:

Blair Jordan – Interim CEO
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Item 9 Date of Report

March 15, 2019

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This material change 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 material change 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 material change report, forward-looking statements relate, among other things, the uncertainty involved in the Court proceedings and the implementation of a plan under the CCAA, the completion of definitive documentation in respect of the interim financing and enforcement actions which may be taken by Gulf Bridge. 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 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 material change 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.