

**ASCENT INDUSTRIES CORP.**

**DIRECTORS RESOLUTIONS**

The following resolutions are passed as resolutions of the board of directors of Ascent Industries Corp. (the “**Company**”), duly consented to in writing by all of the directors of the company as of May 3, 2019.

WHEAREAS the Company is required to file a material change report (“**MCR**”) in respect of the recent change in composition of the board of directors of the Company, previously announced in a news release made April 26, 2019.

NOW THEREFORE, BE IT RESOLVED that:

1. the Company hereby approves the MCR in the form appended hereto.
2. DS Lawyers Canada LLP be appointed as agents for the Company for the purpose of filing the MCR.
3. Any one director or officer is hereby authorized, for and on behalf of the Company, to do such things and sign such documents as may be in their opinion necessary or useful to give effect to these resolutions;

These resolutions may be executed in one or more counterparts, each of which, when executed and delivered, shall be an original, and such counterparts together shall constitute one and the same resolution. Executed copies of these resolutions may be delivered by electronic transmission and it shall not be necessary to confirm execution by delivery or originally-executed documents.

May 3, 2019



Paul Dillman



David Hurford



Mark Lotz

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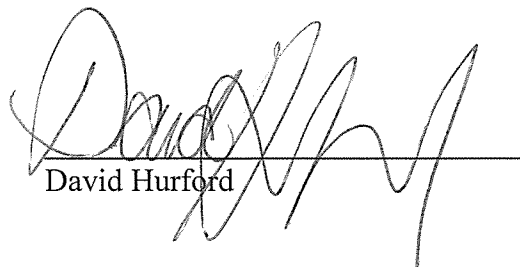
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