Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE									
✓ New report									
Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)									
ITEM 2 - PARTY CERTIFYING THE REPORT									
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.									
☐ Investment fund issuer									
✓ Issuer (other than an inves	stment fund)								
☐ Underwriter									
ITEM 3 - ISSUER NAME AND OTH	HER IDENTIFIERS								
Provide the following information about the	e issuer, or if the issuer is an in	vestment fund, about the fund.							
Full legal name	Full legal name Ascent Industries Corp.								
Previous full legal name									
If the issuer's name changed in	the last 12 months, provide mo	ost recent previous legal name.							
Website	www.ascentindustriesc	corp.com	(if applicable)						
If the issuer has a legal entity identifier, pro	vide below. Refer to Part B of t	he Instructions for the definition	of "legal entity identifier".						
Legal entity identifier									
ITEM 4 - UNDERWRITER INFORM	ATION								
If an underwriter is completing the report, p	rovide the underwriter's full le	gal name and firm National Reg	istration Database (NRD) number.						
Full legal name									
Firm NRD number		(if applicable)							
If the underwriter does not have a firm NRE	If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.								
Street address	Street address								
Municipality		Province/State							
Country		Postal code/Zip code							
Telephone number		Website	(if applicable)						

ITEM 5 - ISSUER INFORMATION								
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.								
a) Primary industry								
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool . NAICS industry code 1 1 1 9 9 9								
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. □ Exploration □ Development □ Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. □ Mortgages □ Real estate □ Commerial/business debt □ Consumer debt □ Private companies								
b) Number of employees								
Number of employees:								
c) SEDAR profile number								
Does the issuer have a SEDAR profile? ☐ No ☑ Yes If yes, provide SEDAR profile number 0 0 0 4 4 0 0 9 If the issuer does not have SEDAR profile complete item 5(d) - (h).								
d) Head office address								
Street address Province/State								
Municipality Postal code/Zip code								
Country Telephone number								
e) Date of formation and financial year-end								
Date of formation Financial year-end MM DD MM DD								
f) Reporting issuer status								
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes								
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.								
L AII L AB L BC L MB L NB L NL L NT								
NS NU ON PE QC SK YT g) Public listing status								
If the issuer has a CUSIP number, provide below (first 6 digits only)								
CUSIP number								
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.								
Exchange name(s):								
h) Size of issuer's assets								
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.								
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M								
☐ \$100M to under \$500M ☐ \$500M to under \$1B ☐ \$1B or over								

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION							
If the issuer is an investment fund, provide the following information.							
a) Investment fund manager information							
Full legal name							
Firm NRD number	(if applicable)						
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.						
Street address							
Municipality	Province/State Province/State						
Country	Postal code/Zip code						
Telephone number	Website (if applicable)						
b) Type of investment	fund						
Type of investment fund tha	t most accurately identifies the issuer (select only one) .						
☐ Money market	☐ Equity ☐ Fixed income						
☐ Balanced	Alternative strategies Other (describe)						
Indicate whether one or boti	h of the following apply to the investment fund .						
☐ Invests primarily in	other investment fund issuers						
☐ Is a UCITs Fund¹							
	ve Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) re investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
c) Date of formation a	and financial year-end of the investment fund						
Date of format							
d) Reporting issuer st	YYYY MM DD MM DD atus of the investment fund						
, 1							
	orting issuer in any jurisdication of Canada? No Yes of Canada in which the investment fund is a reporting issuer.						
All	AB BC MB NB NL NT						
□ NS □	NU ON PE QC SK TT						
e) Public listing status	s of the investment fund						
If the investment fund has a	CUSIP number, provide below (first 6 digits only)						
CUSIP number							
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.							
Exchange nam	es						
f) Net asset value (NA	AV) of the investment fund						
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\Boxed{\text{Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).} \$\text{Select the NAV range of the investment fund as of the date of t							
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD						

ITEM :	TEM 7 - INFORMATION ABOUT THE DISTRIBUTION								
purcha	If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.								
a)	Curren	су							
Select	the curre	ency or currenci	es in which the distri	bution was made. All do	llar amounts provided ir	n the report mus	st be in Canadian	dollars.	
\checkmark	Canadi	ian dollar	US dollar	Euro	Other (describe)				
b)	Distribu	ution date(s)							
as bo	State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2017 12 20 YYYY MM DD End date 2017 12 20 YYYY MM DD								
c)	Detaile	d purchaser ir	nformation						
Comp	lete Scl	hedule 1 of tl	his form for each	purchaser and attac	ch the schedule to th	ne completed	report.		
d)	Types	of securities d	listributed						
Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. The information included in item 7d must reconcile to item 7f. For examples on how to report convertible securities, see our Frequently Asked Questions.									
						Single or	Canadian \$		
S	Security code	CUSIP number (if applicable)	Descript	ion of security	Number of securities	lowest	Highest price	Total amount	

e) Details of rights and convertible/exchangeable securities

Common Shares

СМЅ

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

24,314,017.00

0.4000

9,725,606.80

Security Underlying security code		_	Exercise price (Canadian \$)		Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)		
					Lowest	Highest			

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	British Columbia NI 45-106 2.3 [Accredited investor]		6,330,360.00
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	42	1,400,166.80
Alberta	NI 45-106 2.3 [Accredited investor]	4	200,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	11	850,000.00
Ontario	NI 45-106 2.5 [Family, friends and business associates]	2	20,000.00
Manitoba	NI 45-106 2.5 [Family, friends and business associates]	1	25,000.00
United States	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	9	535,080.00
United Kingdom	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	2	65,000.00

China	Distributions to purchasers outside of local jurisdiction (BC, AB, NB)	300,000.00	
	9,725,606.80		
	Total number of unique purchasers ²	214	

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

TEM 8 - COMPENSATION INFORMATION							
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.							
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.							
No ✓ Yes If yes, indicate number of persons compensated. 17							
a) Name of person compensated and registration status							
Indicate whether the person compensated is a registrant. No Yes							
If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual							
Family name First given name Secondary given names							
If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual Griffin Global Consulting Inc.							
Firm NRD number (if applicable)							
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
b) Business contact information							
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.							
Street address Suite 210 - 1085 Howe St							
Municipality Vancouver Province/State British Columbia							
Country Canada Postal code/Zip code V6Z 1B1							
Email address donniemega@hotmail.com Telephone number 6048573176							
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)							
Director or officer of the investment fund or investment fund manager							
✓ None of the above							
d) Compensation details							
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.							
Cash commissions paid Security codes Security code 1 Security code 2 Security code 3							
Value of all securities distributed as compensation ⁴ 67,335.00							
Describe terms of warrants, options or other rights							
Other compensation ⁵ Describe							
Total compensation paid 67,335.00							
Check box if the person will or may receive any deferred compensation (describe the terms below)							
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.							

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant. No Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individ	dual Yeoman	Paul						
	Family name	First given name Secondary given names						
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual								
Firm NRD number (if applicable)								
Indicate whether the person c	compensated facilitated the distribution	n through a funding portal or an internet-based portal. V No Yes						
b) Business contact inforr	mation							
If a firm NRD number is not pr	rovided in Item 8 (a), provide the busi	ess contact information of the person being compensated.						
Street address 2	24021 Hill Ave							
Municipality N	/laple Ridge	Province/State British Columbia						
Country C	Canada	Postal code/Zip code V2W 1Z9						
Email address p	yeoman123@googlemail.c	Telephone number 7789875444						
0	om							
c) Relationship to issuer of	or investment fund manager							
B(2) of the Instructions and the	meaning of "control" in section 1.4 c	manager (select all that apply). Refer to the meaning of "connected" in Part f NI 45-106 for the purposes of completing this section.						
	er or investment fund manager	Insider of the issuer (other than an investment fund)						
	e investment fund or investment fund	manager Employee of the issuer or investment fund manager						
✓ None of the above								
d) Compensation details								
Canadian dollars. Include cash services incidental to the distrib	commissions, securities-based compe oution, such as clerical, printing, legal	identified in Item 8(a) in connection with the distribution. Provide all amounts in insation, gifts, discounts or other compensation. Do not report payments for or accounting services. An issuer is not required to ask for details about, or report aployees of a non-individual compensated by the issuer.						
Cash commissions paid	d	Security codes Security code 1 Security code 2 Security code 3						
Value of all securities distributed as 5,600.00								
compensation Describe te	rms of warrants, options or other righ	ts						
Other compensation								
Total compensation paid 5,600.00								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.								

 a) Name of person comp 	pensated and regis	tration status							
Indicate whether the person compensated is a registrant.									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indiv	ridual								
	Fam	ily name	First given	name Seco	ondary given names				
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual Game Seven Consulting Inc.									
Firm NRD number (if applicable)									
Indicate whether the person	compensated facilita	ted the distribution th	nrough a funding p	ortal or an internet-bas	ed portal.	No Yes			
b) Business contact infor	rmation								
If a firm NRD number is not p	provided in Item 8 (a),	provide the business	contact information	on of the person being c	ompensated.				
Street address	27588 27A Ave								
Municipality	Langley]	Province/State	British Columl	bia			
Country	Canada		-] Р	ostal code/Zip code	V4W0C4				
Email address	dranderson@outlo	ook.com	-	Telephone number	6048373699				
c) Relationship to issuer	or investment fund	d manager							
Indicate the person's relations						ted" in Part			
B(2) of the Instructions and the	-					mant fund)			
Connect with the issu		•		nsider of the issuer (oth		•			
Director or officer of the	ne invesiment iuna c	r investment fund m	anager	Employee of the issuer	or investment rund	a manager			
None of the above									
d) Compensation details		aid to the marrow ide	ntified in Items ()(a)	in someostice with the	distribution Drawid	lo all amounts in			
Provide details of all compens Canadian dollars. Include cash services incidental to the distri on, internal allocation arrange	h commissions, securi ibution, such as cleric	ties-based compensa al, printing, legal or d	tion, gifts, discount accounting services	rs or other compensation . An issuer is not require	n. Do not report pa ed to ask for details	yments for			
Cash commissions pa	aid		Security codes	Security code 1	Security code 2	Security code 3			
Value of all securities distributed as compensation ⁴ Security codes Security code 1 Security code 1 Security code 2 Security code 2 C M S Security code 2 C M S Security code 2 Security code 3 C M S Security code 1 Security code 2 Security code 3 C M S Security code 1 Security code 2 Security code 3 Security code 3 Security code 3 Security code 3 Security code 1 Security code 1 Security code 2 Security code 3 Security code 3 Security code 1 Security code 3 Security code 3 Security code 1 Security code 3 Security code 3 Security code 1 Security code 3 Security code 1 Security code 3 Security code 3 Security code 3 Security code 1 Security code 3 Security code 1 Security code 3 Security code 1 Security code 3 Security code 3 Security code 3 Security code 1 Security code 3 Security code 4 Security code 3 Security code 5 Security code 1 Security code 1 Security code 3 Security code 3 Security code 1 Security code 3 Security code 3 Security code 3 Security code 1 Security code 3 Security code 4 Security code 3 Security code 3 Security code 4 Security code 4 Security code 5 Security code 1 Security code 1 Security code 1 Security code 3 Security code 1 Security code 3 Security code 3 Security code 3 Security code 4 Security code 4 Security code 4 Security code 4 Security code 5 Security code 4 Security code 4 Security code 5 Security code 5 Security code 6 Security code 6 Security code 7 Security code 1 Security code 7 Security code 1 Security code 7 Security code 1 Security code 1									
Describe to	erms of warrants, op	tions or other rights							
Other compensation	n ⁵	Describe							
Total compensation paid 17,680.00									
Check box if the person will or may receive any deferred compensation (describe the terms below)									
_									
⁴ Provide the aggregate value additional securities of the is rights exercisable to acquire ⁵ Do not include deferred con	suer. Indicate the se additional securities	curity codes for all se							

a) Name of person com	pensated and	d registration status						
Indicate whether the perso	Indicate whether the person compensated is a registrant. Vo Yes							
If the person compensated is an individual, provide the name of the individual.								
Full legal name of indi	Full legal name of individual Agacinski Tomasz							
	Family name First given name Secondary given names							
If the person compensated	is not an indivi	dual, provide the following	ng information.					
Full legal name	e of non-indiv	ridual						
Firm NRD number (if applicable)								
Indicate whether the person	n compensated	facilitated the distribution	n through a fund	ding portal d	or an internet-bas	ed portal. 🔽 No 🔲 Yes		
b) Business contact info	ormation		-					
If a firm NRD number is not	provided in Ite	m 8 (a), provide the busi	ness contact infor	rmation of t	he person being c	ompensated.		
Street address	210 - 1205 4	4th Avenue						
Municipality	New Westm	ninster		i	Province/State	British Columbia		
Country	Canada			Postal	code/Zip code	V3M 1T8		
Email address	tagacinski@	agacin.com		Tele	phone number	6045371557		
c) Relationship to issue	r or investme	ent fund manager						
Indicate the person's relation B(2) of the Instructions and i						neaning of "connected" in Part		
Connect with the iss	-		ו זטן 100 ב-105 ואו קו ו			her than an investment fund)		
<u> </u>		t fund or investment fund	ا 1 manager ا		,	or investment fund manager		
None of the above		trana or invocanioni rank	, managor [y 00 01 1110 100001	or invocation rand manager		
d) Compensation detail	s							
		to be paid, to the person	identified in Iten	n 8(a) in cor	nnection with the	distribution. Provide all amounts in		
Canadian dollars. Include cas	sh commissions	s, securities-based compe	nsation, gifts, dis	counts or ot	ther compensation	n. Do not report payments for		
services incidental to the dist on, internal allocation arrang			_		•	ed to ask for details about, or report		
		Te directors, officers or en	ipioyees of a noi	T-tiTatvidadi	compensated by	the issuer.		
Cash commissions p			Security code	es	Security code 1	Security code 2 Security code 3		
Value of all securiti distributed	as	4,900.00			C M S			
compensati								
		ants, options or other rigi						
Other compensation		Descri	be					
Total compensation p		4,900.00						
Check box if the p	erson will or m	ay receive any deferred	compensation (d	describe the	e terms below)			
additional securities of the	issuer. Indicate	the security codes for a				rights exercisable to acquire luding options, warrants or other		
rights exercisable to acquire 5Do not include deferred co		curities of the issuer.						

a) Name of person com	pensated and re	gistration status					
Indicate whether the perso	on compensated is	a registrant.	✓ No	Yes			
If the person compensated is an individual, provide the name of the individual.							
Full legal name of indi	Full legal name of individual Bachmeier Kathryn						
	ſ	amily name	First give	n name	Secondary given names	i	
If the person compensated	is not an individual	, provide the following	information.				
Full legal name	e of non-individua	al					
Firm NRD number (if applicable)							
Indicate whether the person	n compensated faci	litated the distribution	through a funding	portal or an internet-	based portal.	No ☐ Yes	
b) Business contact info	•		<u> </u>				
If a firm NRD number is not	provided in Item 8	(a), provide the busine	ss contact informat	ion of the person beir	ng compensated.		
Street address	8496 16th Ave						
Municipality	Burnaby			Province/Sta	ate British Colum	nbia	
Country	Canada			Postal code/Zip co	de V3N 1S3		
Email address	starpilotcar@gr	nail.com		Telephone numb	er 7782149444		
c) Relationship to issue	r or investment f	und manager					
B(2) of the Instructions and to Connect with the iss Director or officer of	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager						
None of the above	•						
d) Compensation details Provide details of all compen Canadian dollars. Include cas services incidental to the dist on, internal allocation arrang	sation paid, or to b sh commissions, sec ribution, such as cle	curities-based compens erical, printing, legal or	ation, gifts, discour accounting service	nts or other compenso es. An issuer is not req	ntion. Do not report po nuired to ask for detail	ayments for	
Cash commissions p	aid		Coourity and an	Security code	1 Security code 2	Security code 3	
Value of all securiti distributed compensati	as 5	,072.00	Security codes		S S	occurry code o	
Describe	terms of warrants,	options or other rights	3				
Other compensation	on ⁵	Describe					
Total compensation p	aid 5	,072.00					
Check box if the p	erson will or may r	eceive any deferred co	ompensation (desc	ribe the terms below)		
⁴ Provide the aggregate valuaditional securities of the inights exercisable to acquire ⁵ Do not include deferred co	issuer. Indicate the e additional securit	security codes for all					

a) Name of person compe	nsated and reg	istration status						
Indicate whether the person o	compensated is a	registrant.	✓ No	☐ Yes				
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individ	Full legal name of individual Balaghi Shahram Shawn					Shawn		
	F	amily name	First give	n name	Seco	ondary given names		
If the person compensated is n	ot an individual,	provide the following	information.					
Full legal name of	f non-individua	I						
Firr	Firm NRD number (if applicable)							
Indicate whether the person co	ompensated facili	tated the distribution	through a funding	portal or an inte	ı rnet-bası	ed portal. ✓ No ☐ Yes		
b) Business contact inform	·		<u> </u>	,		<u>, </u>		
If a firm NRD number is not pro	ovided in Item 8 (a), provide the busine	ss contact informa	tion of the person	being c	ompensated.		
Street address 17	709 Hampton [)r						
Municipality C	oquitlam			Province	e/State	British Columbia		
Country C	anada			Postal code/Zip	o code	V3E 3C9		
Email address st	oalaghi@shaw.	ca		Telephone n	umber	6047730242		
c) Relationship to issuer o	r investment fu	nd manager						
B(2) of the Instructions and the Connect with the issuer	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager							
d) Compensation details								
Provide details of all compensat Canadian dollars. Include cash o	commissions, secu ution, such as cle	ırities-based compens rical, printing, legal oı	ation, gifts, discou accounting service	nts or other comp es. An issuer is no	pensatior ot require	ed to ask for details about, or report		
Cash commissions paid			Security codes	Security	code 1	Security code 2 Security code 3		
Value of all securities distributed as compensation ⁴	14,	00.00	·	СМ	S			
Describe ter	ms of warrants,	options or other rights	s [
Other compensation ⁵		Describe	•					
Total compensation paid	Total compensation paid 14,000.00							
Check box if the pers	on will or may re	ceive any deferred co	ompensation (desc	ribe the terms b	elow)			
	ier. Indicate the s	security codes for all				rights exercisable to acquire luding options, warrants or other		
rights exercisable to acquire ac ⁵ Do not include deferred comp		es ui ille issuer.						

a) Name of person com	pensated and re	gistration status						
Indicate whether the perso	on compensated is c	registrant.	✓ No	Yes				
If the person compensated is an individual, provide the name of the individual.								
Full legal name of indi	Full legal name of individual Bevan Carl							
	Family name First given name Secondary given names							
If the person compensated	is not an individual,	provide the following	information.					
Full legal name	Full legal name of non-individual							
Firm NRD number (if applicable)								
Indicate whether the persor	n compensated facil	itated the distribution t	hrough a funding p	portal or an internet-	based portal.	☑ No ☐ Yes		
b) Business contact info	ormation							
If a firm NRD number is not	provided in Item 8	(a), provide the busines	s contact informati	ion of the person beir	ng compensated.			
Street address	1338 McDonald	Rd						
Municipality	Roseneath			Province/Sta	ontario			
Country	Canada		F	Postal code/Zip co	de K0K 2X0			
Email address	elura1@xplorne	t.ca		Telephone numb	er 9053522125			
c) Relationship to issue	r or investment fu	ınd manager						
Indicate the person's relatior B(2) of the Instructions and t	•		-		-	ected" in Part		
Connect with the issu	uer or investment f	und manager		Insider of the issuer	(other than an inves	tment fund)		
Director or officer of	the investment fund	d or investment fund m	nanager	Employee of the iss	uer or investment fu	nd manager		
✓ None of the above								
d) Compensation details	S							
Provide details of all compen Canadian dollars. Include cas services incidental to the dist on, internal allocation arrang	sh commissions, sec ribution, such as cle	urities-based compenso rical, printing, legal or	ntion, gifts, discoun accounting service	ts or other compenso s. An issuer is not req	ntion. Do not report p nuired to ask for detail	ayments for		
Cash commissions p	aid		Security codes	Security code	1 Security code 2	Security code 3		
Value of all securiti distributed compensation	as 7	000.00	, , , , , , ,	C M	S			
Describe	terms of warrants,	options or other rights						
Other compensation	on ⁵	Describe						
Total compensation pa	aid 7,	000.00						
Check box if the pe	erson will or may re	eceive any deferred co	mpensation (desci	ribe the terms below)			
⁴ Provide the aggregate valu additional securities of the i rights exercisable to acquire ⁵ Do not include deferred co.	issuer. Indicate the e additional securiti	security codes for all s						

a) Name of person compensated and registration status								
Indicate whether the person	compensated is a registrant.		✓ No	Yes				
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individ	Full legal name of individual Garofano Brandon							
	Family name		First given name	e Seco	ondary given names			
If the person compensated is r	not an individual, provide the foll	owing in	formation.					
Full legal name of non-individual								
Firm NRD number (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves								
b) Business contact inform	nation							
If a firm NRD number is not pro	ovided in Item 8 (a), provide the l	business	contact information of	the person being co	ompensated.			
Street address 2	01 - 2365 McLean Dr							
Municipality V	'ancouver			Province/State	British Colum	bia		
Country C	Canada		Posta	I code/Zip code	V5N 3K2			
Email address b	randon@pineconeproducts		Tele	ephone number	6043391820			
	net							
c) Relationship to issuer o	or investment fund manager							
	nip with the issuer or investment f meaning of "control" in section 2				-	cted" in Part		
Connect with the issuer	r or investment fund manager		Inside	er of the issuer (oth	ner than an invest	ment fund)		
Director or officer of the	e investment fund or investment	fund ma	nager 📝 Empl	oyee of the issuer	or investment fun	d manager		
None of the above								
d) Compensation details								
	tion paid, or to be paid, to the pe							
	commissions, securities-based co oution, such as clerical, printing, le							
	ments with the directors, officers o					s about, or report		
Cash commissions paid								
Value of all securities		S	Security codes	Security code 1	Security code 2	Security code 3		
distributed as compensation	6,618.00			C M S				
	rms of warrants, options or other	r riahts						
Other compensation ⁵		escribe						
Total compensation paid								
Check box if the pers	son will or may receive any defer	rred com	pensation (describe th	ne terms below)				
_								
	of all securities distributed as co							
	uer. Indicate the security codes in additional securities of the issuer.		curities distributed as o	compensation, <u>incl</u>	<u>luding</u> options, wa	nrrants or other		
⁵ Do not include deferred comp								

a) Name of person comp	ensated and reg	jistration status						
Indicate whether the person	compensated is a	registrant.	✓ No	☐ Yes				
If the person compensated is an individual, provide the name of the individual.								
Full legal name of indivi	Full legal name of individual Robino Dana							
	F	amily name	First give	en name	Seco	ondary given names		
If the person compensated is	not an individual,	provide the following	information.					
Full legal name	of non-individua	I						
Fii	Firm NRD number (if applicable)							
Indicate whether the person o	compensated facili	itated the distribution	through a funding	portal or an in	 nternet-bas	ed portal. 🔽 No 🦳 Yes		
b) Business contact inform	•		<u> </u>	,		<u>, </u>		
If a firm NRD number is not p	ovided in Item 8 (a), provide the busine	ss contact informa	tion of the pers	on being c	ompensated.		
Street address 2	121 Lyons Cou	rt						
Municipality (Coquitlam			Provin	ce/State	British Columbia		
Country (Canada			Postal code/	Zip code	V3J 3L8		
Email address	lanarobino@ho	tmail.com		Telephone	number	6047218090		
c) Relationship to issuer	or investment fu	nd manager						
Indicate the person's relations. B(2) of the Instructions and the Connect with the issue Director or officer of th None of the above	e meaning of "con er or investment fu	trol" in section 1.4 of I und manager	NI 45-106 for the p	urposes of con Insider of the	issuer (otl	-		
d) Compensation details								
Provide details of all compenso Canadian dollars. Include cash	commissions, secu oution, such as cle	urities-based compens rical, printing, legal or	ation, gifts, discou accounting service	nts or other co es. An issuer is	mpensation not require	ed to ask for details about, or report		
Cash commissions pai	d		Security codes	Secur	ity code 1	Security code 2 Security code 3		
Value of all securities distributed as compensation	3,	850.00	Coodiny codes	С	M S			
Describe te	rms of warrants,	options or other rights	;					
Other compensation	5	Describe						
Total compensation pai	Total compensation paid 3,850.00							
Check box if the per	son will or may re	ceive any deferred co	ompensation (desc	cribe the terms	below)			
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a	uer. Indicate the	security codes for all				rights exercisable to acquire luding options, warrants or other		

a) Name of person com	pensated and re	gistration status							
Indicate whether the perso	on compensated is a	registrant.	✓ No	Yes					
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indi	Full legal name of individual Robinson Andrew								
	Family name First given name Secondary given names								
If the person compensated	is not an individual,	provide the following in	nformation.						
Full legal name of non-individual									
F	Firm NRD number (if applicable)								
Indicate whether the person	n compensated facil	itated the distribution th	nrough a funding p	portal or an inte	rnet-based portal.				
b) Business contact info	•				, <u> </u>				
If a firm NRD number is not	provided in Item 8	(a), provide the business	contact informati	ion of the person	being compensated.				
Street address	#11 - 2095 Wes	t 3rd Avenue							
Municipality	Vancouver]	Province	State British Columbia				
Country	Canada		-] F	Postal code/Zip	code V6J 1L4				
Email address	andrew@ascen	tindustriesco	•	Telephone no	umber 6047277373				
	rp.com								
c) Relationship to issue	r or investment fu	ınd manager							
Indicate the person's relation <i>B(2)</i> of the Instructions and t					to the meaning of "connected" in Part leting this section.				
Connect with the iss	uer or investment f	und manager		Insider of the is	suer (other than an investment fund)				
Director or officer of	the investment fun	d or investment fund ma	anager 🗸	Employee of the	e issuer or investment fund manager				
None of the above									
d) Compensation detail	S								
Canadian dollars. Include ca	sh commissions, sec ribution, such as cle	urities-based compensa rical, printing, legal or c	tion, gifts, discoun accounting service.	ts or other comp s. An issuer is no	with the distribution. Provide all amounts in pensation. Do not report payments for it required to ask for details about, or report ated by the issuer.				
Cash commissions p	aid		Socurity codes	Security	code 1 Security code 2 Security code 3				
Value of all securiti distributed compensati	as 36	000.00	Security codes	C M					
		options or other rights							
Other compensation	on ⁵	Describe							
Total compensation p	aid 36,	000.00							
Check box if the p	Check box if the person will or may receive any deferred compensation (describe the terms below)								
	issuer. Indicate the e additional securiti	security codes for all se			or other rights exercisable to acquire tion, <u>including</u> options, warrants or other				

a) Name of person com	pensated and re	gistration status						
Indicate whether the perso	Indicate whether the person compensated is a registrant.							
If the person compensated is an individual, provide the name of the individual.								
Full legal name of indi	Full legal name of individual Robinson Adrian							
	ſ	amily name	First give	en name	Seco	ondary given names		
If the person compensated	is not an individual	l, provide the following	information.					
Full legal name	of non-individua	al						
F	Firm NRD number (if applicable)							
Indicate whether the persor	compensated faci	litated the distribution	through a funding	portal or an in	- ternet-bas	ed portal.		
b) Business contact info	•		<u> </u>	<u>'</u>		<u>, </u>		
If a firm NRD number is not	provided in Item 8	(a), provide the busine	ss contact informa	tion of the pers	on being c	ompensated.		
Street address	7125 Lakeridge	Dr						
Municipality	Vernon			Provin	ce/State	British Columbia		
Country	Canada			Postal code/2	Zip code	V1H 1Y2		
Email address	adrian@quintet	fund.com		Telephone	number	2503078908		
c) Relationship to issue	or investment f	und manager						
B(2) of the Instructions and t Connect with the iss	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager							
d) Compensation details	<u> </u>							
Provide details of all compen Canadian dollars. Include cas	sation paid, or to b h commissions, sec ribution, such as cla	curities-based compens erical, printing, legal or	ation, gifts, discou accounting service	nts or other cor es. An issuer is	mpensatioi not require	distribution. Provide all amounts in n. Do not report payments for ed to ask for details about, or report the issuer.		
Cash commissions p	aid		Security codes	Secur	ty code 1	Security code 2 Security code 3		
Value of all securiti distributed compensation	as 36	,000.00	Cooding codes	С	M S			
Describe	terms of warrants,	options or other rights	s					
Other compensation	on ⁵	Describe	•					
Total compensation pa	aid 36	,000.00						
Check box if the p	erson will or may re	eceive any deferred co	ompensation (desc	cribe the terms	below)			
	ssuer. Indicate the additional securit	security codes for all				r rights exercisable to acquire luding options, warrants or other		

a) Name of person compensa	ated and registration status							
Indicate whether the person com	Indicate whether the person compensated is a registrant.							
If the person compensated is an inc	dividual, provide the name of the ind	ividual.						
Full legal name of individual	Sawatzky	Rachel						
	Family name	First given name	Secondary	given names				
If the person compensated is not o	an individual, provide the following ir	nformation.						
Full legal name of no	on-individual							
Firm N	Firm NRD number (if applicable)							
Indicate whether the person comp	pensated facilitated the distribution th	nrough a funding portal or an interr	et-based po	rtal. 🔽 No 🗌 Yes				
b) Business contact information	on							
If a firm NRD number is not provid	led in Item 8 (a), provide the business	contact information of the person i	eing compe	nsated.				
Street address 1315	3 - 107 Ave							
Municipality Surre	еу	Province/	State Bri	tish Columbia				
Country Cana	ada	Postal code/Zip	code V3	T 2G2				
Email address rache	el@cocoanymph.com	Telephone nu	mber 77	88289766				
c) Relationship to issuer or in	vestment fund manager							
B(2) of the Instructions and the med Connect with the issuer or	vith the issuer or investment fund ma aning of "control" in section 1.4 of NI investment fund manager vestment fund or investment fund ma	45-106 for the purposes of comple Insider of the iss	ting this sectuer the	-				
d) Compensation details								
Provide details of all compensation Canadian dollars. Include cash com services incidental to the distribution on, internal allocation arrangement	Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.							
Cash commissions paid		Security codes Security co	ode 1 Sec	urity code 2 Security code 3				
Value of all securities distributed as compensation ⁴	7,000.00	СМ	S					
Describe terms	of warrants, options or other rights							
Other compensation ⁵	Describe							
Total compensation paid	7,000.00			_				
Check box if the person v	will or may receive any deferred con	npensation (describe the terms bel	ow)					

a) Name of person comper	nsated and registration status							
Indicate whether the person c	Indicate whether the person compensated is a registrant.							
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individ	ual Skafte	Gregory						
	Family name	First given name Seco	ondary given names					
If the person compensated is n	ot an individual, provide the following i	information.						
Full legal name of	f non-individual							
Firm	Firm NRD number (if applicable)							
Indicate whether the person co	ompensated facilitated the distribution t	hrough a funding portal or an internet-base	ed portal. 🔽 No 🔲 Yes					
b) Business contact inform	nation							
If a firm NRD number is not pro	ovided in Item 8 (a), provide the busines.	s contact information of the person being co	ompensated.					
Street address 11	107 - 638 Beach Crescent							
Municipality Va	ancouver	Province/State	British Columbia					
Country	anada	Postal code/Zip code	V6Z 3H5					
Email address sk	cafte@shaw.ca	Telephone number	6048310816					
c) Relationship to issuer or	r investment fund manager							
· · · · · · · · · · · · · · · · · · ·		anager (select all that apply). Refer to the m II 45-106 for the purposes of completing thi	-					
Connect with the issuer	or investment fund manager	Insider of the issuer (oth	ner than an investment fund)					
Director or officer of the	investment fund or investment fund m	anager Employee of the issuer	or investment fund manager					
✓ None of the above								
d) Compensation details								
Canadian dollars. Include cash c services incidental to the distribu	commissions, securities-based compenso ution, such as clerical, printing, legal or	entified in Item 8(a) in connection with the cation, gifts, discounts or other compensation accounting services. An issuer is not require oyees of a non-individual compensated by the c	n. Do not report payments for ed to ask for details about, or report					
Cash commissions paid		Security codes Security code 1	Security code 2 Security code 3					
Value of all securities distributed as compensation ⁴	8,190.00	C M S						
Describe terr	ms of warrants, options or other rights							
Other compensation ⁵	Describe							
Total compensation paid	8,190.00		_					
Check box if the person	on will or may receive any deferred co	mpensation (describe the terms below)						
additional securities of the issu	uer. Indicate the security codes for all s dditional securities of the issuer.	ation, <u>excluding</u> options, warrants or other ecurities distributed as compensation, <u>incl</u>						

a) Name of person com	pensated and	registration status						
Indicate whether the perso	Indicate whether the person compensated is a registrant. Ves Yes							
If the person compensated is an individual, provide the name of the individual.								
Full legal name of indi	Full legal name of individual Kerwin lan							
		Family name	First give	en name	Seco	ndary given names		
If the person compensated	is not an individi	ual, provide the following	g information.					
Full legal name	of non-individ	lual						
Firm NRD number (if applicable)								
Indicate whether the persor	n compensated fo	acilitated the distribution	through a funding	portal or an intern	net-base	ed portal. 🔽 No 🗌 Yes		
b) Business contact info	•		<u> </u>	•		<u> </u>		
If a firm NRD number is not	provided in Item	8 (a), provide the busine	ess contact informa	tion of the person b	being co	ompensated.		
Street address	700 - 200 Bui	rard St						
Municipality	Vancouver			Province/S	State	British Columbia		
Country	Canada			Postal code/Zip	code	V6C 3L6		
Email address	iankerwin3@	gmail.com		Telephone nui	mber	6049288688		
c) Relationship to issue	r or investmen	t fund manager						
Indicate the person's relation B(2) of the Instructions and t Connect with the iss	he meaning of "	control" in section 1.4 of		ourposes of complet	ting thi	eaning of "connected" in Part s section. ner than an investment fund)		
Director or officer of	the investment f	und or investment fund	manager	Employee of the	issuer	or investment fund manager		
None of the above								
d) Compensation details	3							
Canadian dollars. Include cas	sh commissions, . ribution, such as	securities-based compen clerical, printing, legal c	sation, gifts, discou or accounting servic	nts or other compe es. An issuer is not	nsation require	d to ask for details about, or report		
Cash commissions p	aid		Security codes	Security co	ode 1	Security code 2 Security code 3		
distributed	Value of all securities distributed as compensation ⁴ Security codes Security codes C M S C M S							
Describe	terms of warran	ts, options or other right	is					
Other compensation	on ⁵	Describ	е					
Total compensation pa	aid	75,000.00						
Check box if the pe	erson will or may	receive any deferred o	compensation (des	cribe the terms bel	ow)			
						rights exercisable to acquire		
rights exercisable to acquire 5Do not include deferred co	e additional secu		securiiles aisiribut	eu as compensatio	on, <u>incl</u>	uumg opuons, warrants or other		

a) Name of person compensat	ted and registration status							
Indicate whether the person comp	oensated is a registrant.	✓ No Y	'es					
If the person compensated is an inde	ividual, provide the name of the ind	ividual.						
Full legal name of individual	Smith	Peter						
	Family name	First given name	Seco	ndary given names				
If the person compensated is not a	n individual, provide the following in	nformation.						
Full legal name of no	n-individual							
Firm NI	Firm NRD number (if applicable)							
Indicate whether the person compe	ensated facilitated the distribution th	nrough a funding portal or a	n internet-base	ed portal. 🔽 No 🗌 Yes				
b) Business contact information	on							
If a firm NRD number is not provide	ed in Item 8 (a), provide the business	contact information of the p	person being co	ompensated.				
Street address 12447	7 Esquimalt Ave							
Municipality West	Vancouver	Pro	vince/State	British Columbia				
Country Canad	da	Postal cod	de/Zip code	V7T 1K3				
Email address pchar	less@gmail.com	Telepho	one number	4167049505				
c) Relationship to issuer or inv	c) Relationship to issuer or investment fund manager							
B(2) of the Instructions and the mea Connect with the issuer or in	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager							
d) Compensation details								
Provide details of all compensation page Canadian dollars. Include cash common services incidental to the distribution on, internal allocation arrangements	missions, securities-based compensa n, such as clerical, printing, legal or c	tion, gifts, discounts or other accounting services. An issue	r compensation r is not require	n. Do not report payments for d to ask for details about, or report				
Cash commissions paid		Security codes Se	ecurity code 1	Security code 2 Security code 3				
Value of all securities distributed as compensation ⁴	75,000.00	С	M S					
Describe terms of	of warrants, options or other rights							
Other compensation ⁵	Describe							
Total compensation paid	75,000.00							
Check box if the person w	vill or may receive any deferred con	npensation (describe the te	rms below)					
⁴ Provide the aggregate value of all additional securities of the issuer. I rights exercisable to acquire addition ⁵ Do not include deferred compensa	Indicate the security codes for all seconal securities of the issuer.							

a) Name of person compensated and registration status						
Indicate whether the perso	on compensated is o	registrant.	✓ No	☐ Yes		
If the person compensated is	If the person compensated is an individual, provide the name of the individual.					
Full legal name of individual Walls Jeremy						
	F	amily name	First given name		Secondary given names	
If the person compensated	is not an individual	, provide the following	information.			
Full legal name of non-individual						
Firm NRD number (if applicable)						
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves						
b) Business contact info	ormation					
If a firm NRD number is not	provided in Item 8	(a), provide the busines	s contact informa	tion of the person bei	ng compensated	1.
Street address	601 - 938 Howe	St				
Municipality	Vancouver			Province/Sta	ate British C	Columbia
Country	Canada			Postal code/Zip co	ode V6Z 1N	9
Email address	jeremy_walls@hotmail.com Telephone numb		oer 604518	5951		
c) Relationship to issue						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.						
Connect with the iss	Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)					
Director or officer of	the investment fun	d or investment fund n	nanager	Employee of the iss	suer or investme	ent fund manager
None of the above			_			
d) Compensation details	S					
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.						
Cash commissions p	Cash commissions paid Security codes Security code 1 Security code 2 Security code				de 2 Security code 3	
Value of all securiti distributed compensati	as 8	,540.00	coounty course	C M	S	
Describe terms of warrants, options or other rights						
Other compensation	on ⁵	Describe				
Total compensation pa	aid 8	540.00				
Check box if the person will or may receive any deferred compensation (describe the terms below)						
⁴ Provide the aggregate valuadditional securities of the inghts exercisable to acquire ⁵ Do not include deferred co	ssuer. Indicate the e additional securit	security codes for all s				

a) Name of person compensati	a) Name of person compensated and registration status					
Indicate whether the person comp	pensated is a registrant.	✓ No	Yes			
If the person compensated is an ind	lividual, provide the name of the ind	ividual.				
Full legal name of individual Watts		Rob				
	Family name	First given name	First given name Secondary given names			
If the person compensated is not a	n individual, provide the following i	nformation.				
Full legal name of non-individual						
Firm NRD number (if applicable)						
Indicate whether the person compe	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves					
b) Business contact information	on					
If a firm NRD number is not provide	ed in Item 8 (a), provide the business	contact information of th	he person being co	ompensated.		
Street address 315 -	5055 Springs Blvd					
Municipality Delta] F	Province/State	British Columbia		
Country Cana	da	Postal	code/Zip code	V4M 0A5		
Email address rob@	openbox.ca	Telep	hone number	6047205821		
c) Relationship to issuer or investment fund manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager None of the above						
d) Compensation details						
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.						
Cash commissions paid Security codes Security code 1 Security code 2 Security code				Security code 2 Security code 3		
Value of all securities distributed as compensation ⁴	33,360.00		C M S			
Describe terms of warrants, options or other rights						
Other compensation ⁵	Describe					
Total compensation paid	33,360.00					
Check box if the person will or may receive any deferred compensation (describe the terms below)						
⁴ Provide the aggregate value of all additional securities of the issuer. I rights exercisable to acquire addition ⁵ Do not include deferred compensa	Indicate the security codes for all seconal securities of the issuer.					

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10. Indicate whether the issuer is any of the following (select all that apply). Reporting issuer in any jurisdiction of Canada Foreign public issuer Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶ Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer⁶ Provide name of foreign public issuer Issuer distributing eligible foreign securities only to permitted clients⁷ If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. ⁶An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. \checkmark If the issuer is none of the above, check this box and complete Item 9(a) - (c). Directors, executive officers and promoters of the issuer Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" - Director, "O" - Executive Officer, "P" - Promoter. Business location of Relationship to non-individual or issuer residentail First given (select all that Secondary given jurisdiction of Organization or company name Family name name names apply) individual Province or country D 0 Ρ Philip British Columbia ✓ ✓ **√** Campbell Parr British Columbia Reid Poelzer James British Columbia Parr British Columbia Mark Malcom Drew British Columbia Andrew British Columbia Robinson Promoter information If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer. Residential Relationship to promoter jurisdiction of First given Secondary given (select one or both if applicable) individual Organization or company name Family name names Province or D 0 country

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Poelzer	James			
	Family name	First given name		Secondary given names	
Title	President				
Name of issuer/underwriter/ investment fund manager	Ascent Industries Corp.				
Telephone number	6046829809	Email address jame	s@as	scentindustrie	scorp.com
Signature	"James Poelzer"	Date 2	018	01	10
		<u> </u>	YYY	MM	DD

ITEM 11- CONTACT PERSON

Telephone number 6045127910

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.						
Same as individual certifying the report						
Full legal name	Lalani	Karim		Title	General Counsel	
	Family name	First given name	Secondary given names			
Name of company	Ascent Industries Corp.					

Notice - Collection and use of personal information

Email address | karim@ascentindustriescorp.com

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.