

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

JACKPOT DIGITAL INC.
Suite 300, 570 Granville Street
Vancouver, BC, V6C 3P1

(the “Company” or “Jackpot”)

Item 2. Date of Material Change

December 21, 2017

Item 3. News Release

News release announcing the material change referred to in this report was issued on December 21, 2017 and disseminated via FSCwire and filed on the SEDAR website.

Item 4. Summary of Material Change

The Company has engaged Ascenta Finance Corp. to assist the Company with a non-brokered private placement to raise proceeds of up to \$500,000 by issuing up to 10 million units of the Company at \$0.05 per unit. Each unit will consist of one common share of the Company and one non-transferable share purchase warrant to acquire an additional common share of the Company at a price of \$0.06 per share for a period of five years from Closing. In respect to this financing, there may be finder’s fees payable. The securities that may be issued in connection with this financing will be subject to a hold period in accordance with applicable securities laws. This financing is subject to the approval of the TSX Venture Exchange.

Item 5. Full Description of Material Change

5.1 Please see attached Schedule “A” – News Release dated December 21, 2017

5.2 Disclosure for Restructuring Transaction

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

For further information, please contact Bedo H. Kalpakian, Chairman, at (604) 681-0204 Ext 6106.

Item 9. Date of Report

December 22, 2017

Schedule “A”

Symbols: JP - TSX Venture Exchange
JP.WT - TSX Venture Exchange
JPOTF - OTCQB
LVH1 - Frankfurt & Berlin Stock Exchanges

NEWS RELEASE

Jackpot increasing table production

VANCOUVER, BRITISH COLUMBIA. December 21, 2017 – **Jackpot Digital Inc.** (the “Company” or “Jackpot”) (TSX-V: JP) (TSX-V: JP.WT) (US OTCQB: JPOTF) (Frankfurt & Berlin Exchanges: LVH1). Jackpot is pleased to announce that it has just recently ordered major components for one hundred (100) new units of its Jackpot Blitz™ Electronic Table Game (“ETG”) platform. The Company expects to commence delivery of the ETGs starting Q1 2018.

Table production is to fill existing and new customer orders.

In conjunction with the above one hundred (100) ETGs order, the Company has engaged Ascenta Finance Corp. to assist the Company with a non-brokered private placement to raise proceeds of up to \$500,000 by issuing up to 10 million units of the Company at \$0.05 per unit. Each unit will consist of one common share of the Company and one non-transferable share purchase warrant to acquire an additional common share of the Company at a price of \$0.06 per share for a period of five years from Closing. In respect to this financing, there may be finder’s fees payable. The securities that may be issued in connection with this financing will be subject to a hold period in accordance with applicable securities laws. This financing is subject to the approval of the TSX Venture Exchange.

President & CEO Mr. Jake Kalpakian states “This is a tremendous step forward for the Company. We will now be able to meet order demand on time and enjoy significant increased recurring revenue. Furthermore, we expect strong interest for our Jackpot Blitz™ ETGs to continue to grow and provide many new licensing opportunities”.

About Jackpot Digital Inc.

Jackpot Digital Inc. is a leading electronic table games manufacturer and mobile gaming provider for the cruise ship industry and regulated casino industry. The Company specializes in multiplayer gaming products, including poker and casino games, which are complemented by a robust suite of backend tools for operators to efficiently control and optimize their gaming business.

For more information on the Company, please contact Jake H. Kalpakian, President and CEO, at (604) 681-0204 ext 6105, or visit the Company’s website at www.jackpotdigital.com.

On behalf of the Board of
Jackpot Digital Inc.

“Jake H. Kalpakian”

Jake H. Kalpakian
President & CEO

Jackpot Digital Inc.
Suite 400, 570 Granville Street
Vancouver, BC V6C 3P1
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Trading in the securities of the Company should be considered speculative.

The TSX Venture Exchange has neither approved nor disapproved the contents of this news release.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

Certain statements contained herein are “forward-looking”. Forward-looking statements may include, among others, statements regarding future plans, costs, objectives, economic or technical performance, or the assumptions underlying any of the foregoing. In this News Release, words such as “may”, “would”, “could”, “will”, “likely”, “enable”, “feel”, “seek”, “project”, “predict”, “potential”, “should”, “might”, “objective”, “believe”, “expect”, “propose”, “anticipate”, “intend”, “plan”, “estimate”, and similar words are used to identify forward-looking statements. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied. Although management believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, projections and estimations, there can be no assurance that these assumptions, projections or estimations are accurate. Readers, shareholders and investors are therefore cautioned not to place reliance on any forward-looking statements as the plans, assumptions, intentions or expectations upon which they are based might not occur.