

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**JACKPOT DIGITAL INC.**  
Suite 400, 570 Granville Street  
Vancouver, BC, V6C 3P1

(the “Company” or “Jackpot”)

**Item 2. Date of Material Change**

November 19, 2018

**Item 3. News Release**

News release announcing the material change referred to in this report was issued on November 19, 2018 and disseminated via Accesswire and filed on the SEDAR website.

**Item 4. Summary of Material Change**

The Company has entered into an amendment to the previously executed debt settlement agreement (the “New Debt Settlement Agreement”) with Everi Games Inc. (“Everi”). Pursuant to the New Debt Settlement Agreement, the Company’s current outstanding debt to Everi in the amount of US \$3,805,355.29 shall be reduced to U\$1,355,355.29 which shall bear simple interest at the rate of 8% per annum and which shall be payable eighteen months after the effective date of the New Debt Settlement Agreement. In consideration to eliminate and reduce the debt by a total of US\$2,450,000 the Company shall grant to Everi 1,000,000 common share warrants in the capital of the Company exercisable at the price of \$0.35 per common share for a period of two years, and the Company shall issue to Everi 2,276,225 common shares in the capital of the Company at a deemed price of \$0.20 per share.

**Item 5. Full Description of Material Change**

**5.1** Please see attached News Release dated November 19, 2018 attached as Schedule “A”.

**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**

November 19, 2018.

## Schedule “A”

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

**NEWS RELEASE****Jackpot enters into an Amendment Debt Settlement Agreement with Everi**

Vancouver, British Columbia. November 19, 2018 – **Jackpot Digital Inc.** (the “Company” or “Jackpot”) (TSX-V: JP) (TSX-V: JP. WT) (US OTCQB: JPOTF) (Frankfurt & Berlin Exchanges: LVH1). The Company is pleased to announce that it has entered into an amendment to the previously executed debt settlement agreement (the “New Debt Settlement Agreement”) with Everi Games Inc. (“Everi”).

Pursuant to the New Debt Settlement Agreement, the Company’s current outstanding debt to Everi in the amount of US \$3,805,355.29 shall be reduced to US\$1,355,355.29 which shall bear simple interest at the rate of 8% per annum and which shall be payable eighteen months after the effective date of the New Debt Settlement Agreement.

In consideration to eliminate and reduce the debt by a total of US\$2,450,000 the Company shall grant to Everi 1,000,000 common share warrants in the capital of the Company exercisable at the price of \$0.35 per common share for a period of two years, and the Company shall issue to Everi 2,276,225 common shares in the capital of the Company at a deemed price of \$0.20 per share. The issuance of the Company’s common shares and warrants shall be subject to the approval of the TSX Venture Exchange.

President and CEO Mr. Jake Kalpakian states “This is an extremely positive development as the Company’s debt is being significantly reduced, and as a result, it will positively reflect in the Company’s financial statements. This transaction alone has eliminated a substantial portion of our long-term debt”.

**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 complimented 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](http://www.jackpotdigital.com).

On behalf of the Board of  
 Jackpot Digital Inc.

“*Jake H. Kalpakian*”

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Jake H. Kalpakian  
 President & CEO

*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.*

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**Jackpot Digital Inc.**  
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 Vancouver, BC V6C 3P1  
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[www.jackpotdigital.com](http://www.jackpotdigital.com) email: [info@jackpotdigital.com](mailto:info@jackpotdigital.com)

*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.*

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