

**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**

December 24, 2019

**Item 3. News Release**

News release announcing the material change referred to in this report was issued on December 24, 2019 and disseminated via Stockwatch and Market News Publishing and filed on the SEDAR website.

**Item 4. Summary of Material Change**

Jackpot announced a non-brokered private placement financing whereby Jackpot will issue up to 3,000,000 units of the Company at a price of \$0.05 per unit for gross proceeds of up to \$150,000. Each unit shall consist of one common share of the Company and one share purchase warrant to acquire an additional common share of the Company at the price of \$0.10 per share for a period of three years. The funds will be used for table components and for general working capital. This transaction is subject to the approval of the TSX Venture Exchange.

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

**5.1** Please see attached News Release dated December 24, 2019 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 Jake H. Kalpakian, President, at (604) 681-0204 Ext 6105.

**Item 9.**        **Date of Report**

December 30, 2019.

## Schedule “A”

Symbols: JP - TSX Venture Exchange  
 JP.WT - TSX Venture Exchange  
 JP.WT.J – TSX Venture Exchange  
 JPOTF - OTCQB  
 LVH2 - Frankfurt & Berlin Stock Exchanges

**NEWS RELEASE****Jackpot Digital announces private placement**

VANCOUVER, BRITISH COLUMBIA. December 24, 2019 – **Jackpot Digital Inc.** (the “Company” or “Jackpot”) (TSX-V: JP) (TSX-V: JP.WT) (TSX-V: JP.WT.J) (US OTCQB: JPOTF) (Frankfurt & Berlin Exchanges: LVH2). Jackpot wishes to announce a non-brokered private placement financing whereby Jackpot will issue up to 3,000,000 units of the Company at a price of \$0.05 per unit for gross proceeds of up to \$150,000. Each unit shall consist of one common share of the Company and one share purchase warrant to acquire an additional common share of the Company at the price of \$0.10 per share for a period of three years. The funds will be used for table components and for general working capital.

This transaction is subject to the approval of the TSX Venture Exchange.

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

On behalf of the Board of  
 Jackpot Digital Inc.

“Jake H. Kalpakian”

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.*

*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.*

**Jackpot Digital Inc.**

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