

**Form 51-102F3**

**MATERIAL CHANGE REPORT**

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

**JACKPOT DIGITAL INC.**  
Suite 303, 570 Granville Street  
Vancouver, BC, V6C 3P1

(the "Company" or "Jackpot")

**Item 2. Date of Material Changes**

December 21 & 22, 2021

**Item 3. News Releases**

News releases announcing the material changes referred to in this report were issued and disseminated on December 21, 2021 via AccessWire and via Stockwatch and News Publishing on December 22, 2021 and have been filed on the SEDAR website.

**Item 4. Summary of Material Change**

On December 21, 2021, the Company announced it is conducting a non-brokered private placement to raise up to \$975,000 (the or this "Financing") through the issuance of up to 6,500,000 units of the Company at the price of \$0.15 per unit. Each unit shall consist of one common share and one common share purchase warrant (a "Warrant"). Each Warrant shall entitle the holder to acquire one common share of the Company at the price of \$0.25 per common share for a period of three years. The warrants shall contain an acceleration provision, which may be triggered, once the Company's shares have traded at a price of \$0.50 per common share for 15 (fifteen) consecutive trading days. Finder's fee may be payable in respect to the Financing in accordance with the policies of the TSX Venture Exchange (the "Exchange"). The financing remains subject to the satisfaction of customary closing conditions, including receipt of Exchange approval.

As part of the Financing an officer of the Company (the "Insider") arranged to sell, from the Insider's personal holdings, up to 3,000,000 common shares of the Company at market price through the facilities of the Exchange (the "Swap"). On December 22, 2021, the Swap was completed and 2,000,000 common shares held by Insider traded at a price of \$0.15 per common share. The Insider intends to use 100% of the proceeds from the Swap to participate in the Financing.

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

**5.1** Please see the attached News Releases dated December 21 & 22, 2021 as Schedules "A" & "B".

**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 22, 2021.

## Schedule "A"

**JACKPOT DIGITAL ANNOUNCES NON-BROKERED PRIVATE PLACEMENT  
TO BUILD MORE BLITZ™ ELECTRONIC TABLES**

**Vancouver, British Columbia** – December 21, 2021 – Jackpot Digital Inc. (the "Company" or "Jackpot") (TSX-V: JJ) (TSX-V: JJ.WT.A) (TSX-V: JJ.WT.B) (TSX-V: JJ.WT.C) (US OTCQB: JPOTF) (Frankfurt & Berlin Exchanges: LVH3). The Company announces it is conducting a non-brokered private placement to raise up to \$975,000 (the or this "Financing") through the issuance of up to 6,500,000 units of the Company at the price of \$0.15 per unit. Each unit shall consist of one common share and one common share purchase warrant (a "Warrant"). Each Warrant shall entitle the holder to acquire one common share of the Company at the price of \$0.25 per common share for a period of three years. The warrants shall contain an acceleration provision, which may be triggered, once the Company's shares have traded at a price of \$0.50 per common share for 15 (fifteen) consecutive trading days. Finder's fee may be payable in respect to the Financing in accordance with the policies of the TSX Venture Exchange (the "Exchange"). The financing remains subject to the satisfaction of customary closing conditions, including receipt of Exchange approval.

As part of the Financing an officer of the Company (the "Insider") has arranged to sell, from the Insider's personal holdings, up to 3,000,000 common shares of the Company at market price through the facilities of the Exchange (the "Swap"). The Insider intends to use 100% of the proceeds from the Swap to participate in the Financing.

The funds from this Financing will be utilized towards the purchase of materials for the production of the Company's Jackpot Blitz™ electronic tables ("ETGs"), regulatory licensing fees for new jurisdictions, a market awareness campaign and for general working capital.

Jackpot President & CEO, Jake Kalpakian states, "our sales pipeline is robust, and we anticipate an increased volume of new orders in early 2022. In addition to other table components, a portion of the proceeds from the Financing will go towards computer boards for up to 50 new tables, to increase inventory and avoid possible delays due to recent supply chain disruptions."

The securities that may be issued in connection with this Financing shall include a four-month and a day hold period in accordance with applicable securities laws.

The Company also wishes to announce it intends to engage Brian Gusko Advisory Services Inc. to provide market awareness for a period of four months (the "Agreement"), subject to the approval of the Exchange. Brian Gusko Advisory Services Inc., is an arm's length service provider, headed by Brian Gusko, an MBA with 15 years of corporate finance and public company experience and strong relationships with brokers in Canada and European institutional investors that focuses on marketing communications in Canada and in Germany. The services include coordination of strategic introductions to brokers and investment bankers and the development of a social media-focused marketing campaign. Consideration for the services to be provided during the four-month term is \$190,000, in addition to, €125,000 for a European investor awareness campaign and non-deal roadshow. Mr. Gusko currently holds 168,000 shares and 200,000 common share purchase warrants of the Company.

**About Jackpot Digital Inc.**

Jackpot Digital Inc. is a leading electronic table games manufacturer 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.

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**Jackpot Digital Inc.**

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Vancouver, BC V6C 3P1

Tel: (604) 681-0204 Fax: (604) 681-9428

www.jackpotdigital.com email: info@jackpotdigital.com

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.*

*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, proposed financings, 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.*

## Schedule "B"

**JACKPOT DIGITAL ANNOUNCES COMPLETION OF TRADE**

**Vancouver, British Columbia** – December 22, 2021 – Jackpot Digital Inc. (the "Company" or "Jackpot") (TSX-V: JJ) (TSX-V: JJ.WT.A) (TSX-V: JJ.WT.B) (TSX-V: JJ.WT.C) (US OTCQB: JPOTF) (Frankfurt & Berlin Exchanges: LVH3) reports that the Swap previously announced December 21, 2021 has been completed. 2,000,000 common shares held by an officer of the Corporation (the "Insider") traded at a price of \$0.15 per common share.

The Insider intends to use the net proceeds from the Swap to participate in the non-brokered private placement (the "Financing") of Units of Jackpot which was announced concurrently with the Swap. The issuance of Units to the Insider pursuant to the Financing is considered to be a related party transaction subject to TSX-V Policy 5.9 and Multilateral Instrument 61-101. Jackpot intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under section 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101 on the basis that participation in the Financing by the Insider will not exceed 25% of the fair market value of the Corporation's market capitalization.

The Financing is subject to the satisfaction of customary closing conditions, including receipt of Exchange approval.

**About Jackpot Digital Inc.**

Jackpot Digital Inc. is a leading electronic table games manufacturer 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  
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