

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102

1. Names of the Parties to the Transaction

Jackpot Digital Inc. ("**Jackpot**") and Yo Eleven Gaming Inc. ("**Yo Eleven**").

2. Description of the Transaction

On November 4, 2021, Jackpot reorganized its business and assets into two separate companies by completing a plan of arrangement under the *Business Corporations Act* (British Columbia) (the "**Arrangement**") involving Jackpot, its shareholders and Yo Eleven (formerly a wholly-owned subsidiary of Jackpot). On September 16, 2021, Jackpot's shareholders approved the Arrangement and on September 22, 2021, the Supreme Court of British Columbia granted a final order approving the Arrangement as being fair and reasonable to Jackpot's shareholders.

Pursuant to the Arrangement, among others, the following steps occurred:

- 1) Jackpot transferred its iGaming assets to Yo Eleven (a wholly-owned subsidiary of Jackpot) in consideration for Yo Eleven issuing an aggregate 16,967,131 common shares to Jackpot (the "**Consideration Shares**") at a deemed price of \$0.02 per share;
- 2) Jackpot distributed to its shareholders of record as of November 1, 2021 the Consideration Shares by way of a reduction of the paid-up capital of the common shares of Jackpot on the basis of one (1) Consideration Share for every five (5) common shares of Jackpot held; and
- 3) 1,000 common shares of Yo Eleven held by Jackpot prior to the step described in (2) above were cancelled.

A full description of the Arrangement and Yo Eleven can be found in the management information circular of Jackpot dated August 13, 2021, available on SEDAR under Jackpot's profile at www.sedar.com.

3. Effective Date of the Transaction

November 4, 2021.

4. Reporting Issuer Status

Jackpot continues to be a reporting issuer in British Columbia and Alberta and its common shares are listed on the TSX Venture Exchange. As a result of the Arrangement, Yo Eleven became a reporting issuer in British Columbia and Alberta effective November 4, 2021. Yo Eleven is a "venture issuer", as such term is defined in National Instrument 51-102 *Continuous Disclosure Requirements*. The common shares of Yo Eleven have not been listed on a stock exchange.

5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

The date of Yo Eleven' first financial year-end subsequent to the Arrangement is December 31, 2021.

6. The Periods, including the Comparative Periods, if any, of the Interim and Annual Financial Statements required to be filed for the Reporting Issuer's First Financial Year subsequent to the

Transaction

March 31, June 30, September 30 and December 31, 2022.

7. Documents filed

The management information circular of Jackpot dated August 13, 2021, the Plan of Arrangement and other documents related to the Arrangement are available on SEDAR (www.sedar.com) under Jackpot's SEDAR profile.

Dated this 15th day of November, 2021.