

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 Change

October 20, 2022

Item 3. News Release(s)

The news release announcing the material change referred to in this report was issued and disseminated on October 20, 2022 via Stockwatch and News Publishing and has been filed on the SEDAR website.

Item 4. Summary of Material Change(s)

The Company closed the final tranche of the non-brokered private placement financing for gross proceeds of \$173,000 through the issuance of 3,460,000 units of the Company (the “Private Placement”). The Company raised aggregate gross proceeds of \$1,280,001.60 through the issuance of 25,600,032 units in the Company.

Item 5. Full Description of Material Change(s)

5.1 Please see the attached News Release dated October 20, 2022 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

October 24, 2022.

Schedule "A"

**JACKPOT DIGITAL ANNOUNCES THE CLOSING OF
FINAL TRANCHE OF THE PRIVATE PLACEMENT**

Vancouver, British Columbia – October 20, 2022 – Jackpot Digital Inc. (the "Company" or "Jackpot") (TSXV: JJ) (TSX-V: JJ.WT.B) (TSX-V: JJ.WT.C) (US OTCQB: JPOTF) (Frankfurt Exchange: LVH3) announces that further to the Company's News Releases dated August 13, 2022, September 7 and 29, 2022, and October 11, 2022, the Company has closed the final tranche of the non-brokered private placement financing for gross proceeds of \$173,000 through the issuance of 3,460,000 units of the Company (the "Private Placement"). The Company raised aggregate gross proceeds of \$1,280,001.60 through the issuance of 25,600,032 units in the Company.

An insider of the Company participated in the third tranche of the Private Placement and such participation is considered to be a "related party transaction" within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101-Protection of Minority Security Holders in Special Transactions ("MI 61-101") adopted in the Policy. The Company relied upon the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5 (b) and 5.7 (1)(a) of MI 61-101 in respect of related party participation in the offering.

The funds from the Private Placement financing will be utilized towards general working capital and for regulatory licensing fees in new jurisdictions.

Each Jackpot unit consists of one common share and one common share purchase warrant (a "Warrant") entitling the holder to acquire one common share of the Company at the price of \$0.10 per common share until November 20, 2025 (the "Private Placement Warrants"). Subject to TSX Venture Exchange approval, the Company intends to list the Private Placement Warrants on the TSX Venture Exchange under the symbol JJ.WT.C which listing will not become effective until the statutory four-month and a day hold period in respect of the Private Placement has expired.

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.

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.

Jackpot Digital Inc.

Suite 303, 570 Granville Street
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Tel: (604) 681-0204 Fax: (604) 681-9428
www.jackpotdigital.com email: 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.

Certain statements contained herein are “forward-looking”. Forward-looking statements may include, among others, statements regarding future plans, projected or 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”, “plans” “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.

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