

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

JACKPOT DIGITAL INC.
Suite 575, 510 Burrard Street
Vancouver, BC, V6C 3A8

(the “Company” or “Jackpot”)

Item 2. Dates of Material Change

September 18, 2024

Item 3. News Release

The News Release announcing the material change referred to in this report was issued and disseminated on September 23, 2024, via NewsFile Corp, and was filed on SEDAR.

Item 4. Summary of Material Change

On September 18, 2024, the Company has entered into a Fifth Amendment Agreement (“Agreement”) with the Company’s major debentureholders regarding the outstanding debentures which have an aggregate principal and interest amount of Cdn\$7,341,232 (US\$5,520,969) as of September 17, 2024. The parties to the Agreement have agreed to an updated payment schedule.

Under the terms of the Agreement, the Company made a payment of US\$900,000 to the debentureholders on September 18, 2024, leaving a balance owing of US\$1,800,000. By making the US\$900,000 payment, accrued interest in the amount of Cdn\$3,751,042 (US\$2,820,969) has been forgiven. As a result, the Company has realized an interest savings reduction of Cdn\$3,751,042 (US\$2,820,969), effective immediately.

Furthermore, the Company has the option to make a payment of US\$1,300,000 by November 1, 2024, which will provide additional interest savings of US\$500,000. Upon making the payment, the Company will satisfy all principal and accrued interest obligations owing to the debentureholders, representing a full and final settlement of the debentures.

In the event the Company does not make the US\$1,300,000 payment by November 1, 2024, the balance of US\$1,800,000 will be due by July 1, 2025. If this payment is not made by July 1, 2025, a new debenture in the principal amount of US\$1,800,000 will begin to bear interest at a rate of 20% per annum commencing July 1, 2025.

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

Item 5. Full Description of Material Change

5.1 Please see the Company's News Release dated September 23, 2024, attached hereto 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 and CEO of the Company, at (604) 681-0204 ext. 6105.

Item 9. Date of Report

September 25, 2024

Schedule "A"**NEWS RELEASE****JACKPOT DIGITAL RENEGOTIATES DEBT, RESULTING
IN SAVINGS OF CDN\$3,751,042**

Vancouver, British Columbia. September 23, 2024 – **Jackpot Digital Inc.** (the "Company" or "Jackpot") (TSX-V: JJ) (TSX-V: JJ.WT.B) (TSX-V: JJ.WT.C) (US OTCQB: JPOTF) (Frankfurt Exchange: LVH3) is pleased to announce that further to its news release dated July 10, 2023, the Company has entered into a Fifth Amendment Agreement ("Agreement") with the Company's major debentureholders regarding the outstanding debentures which have an aggregate principal and interest amount of Cdn\$7,341,232 (US\$5,520,969) as of September 17, 2024. The parties to the Agreement have agreed to an updated payment schedule.

Under the terms of the Agreement, the Company made a payment of US\$900,000 to the debentureholders on September 18, 2024, leaving a balance owing of US\$1,800,000. By making the US\$900,000 payment, accrued interest in the amount of Cdn\$3,751,042 (US\$2,820,969) has been forgiven. As a result, the Company has realized an interest savings reduction of Cdn\$3,751,042 (US\$2,820,969), effective immediately.

As per the Agreement, the combined debt repayment and interest savings above totaled Cdn\$4,947,772.

Furthermore, the Company has the option to make a payment of US\$1,300,000 by November 1, 2024, which will provide additional interest savings of US\$500,000. Upon making the payment, the Company will satisfy all principal and accrued interest obligations owing to the debentureholders, representing a full and final settlement of the debentures.

In the event the Company does not make the US\$1,300,000 payment by November 1, 2024, the balance of US\$1,800,000 will be due by July 1, 2025. If this payment is not made by July 1, 2025, a new debenture in the principal amount of US\$1,800,000 will begin to bear interest at a rate of 20% per annum commencing July 1, 2025.

The President & CEO Mr. Jake Kalpakian states, "The Company is in the position to make the next payment now but is opting to hold off until we have successfully negotiated a multi million-dollar credit line to manufacture its Jackpot Blitz® tables. The cash on hand gives us the flexibility to manufacture more tables now, but our objective is to secure the credit line to manufacture tables in bigger volumes and allocate the existing cash for other strategic initiatives. We are currently in negotiations to secure such a credit line and will update the market accordingly."

Mr. Kalpakian further states, "We are currently in different stages for state and provincial government licensing in multiple jurisdictions which will significantly expand our product footprint into many other casino markets. We have a dynamic & innovative product, and we are excited about Jackpot's future."

About Jackpot Digital Inc.

A positive disruptor in the casino business, Jackpot Digital is a leading manufacturer of dealerless multiplayer electronic poker tables for the cruise ship and land-based regulated casino industries. The

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Company specializes in dealerless poker which is complemented by a robust suite of backend tools for casino operators to efficiently control and optimize their poker 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.

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 Jackpot's future plans, the obtaining of customary regulatory approvals, 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", "expects", "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.