

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

June 10, 2020

Item 3. News Release

News release announcing the material change referred to in this report was issued on June 10, 2020 and disseminated via Stockwatch and Market News Publishing and filed on the SEDAR website.

Item 4. Summary of Material Change

Further to the Company’s News Release dated May 7, 2020, the Company has closed the first tranche of the debenture financing in the amount of \$446,000 (the “Debentures”). The Debentures bear interest at the rate of 10% per annum, and have a maturity date of thirty six months from closing. The Debentures are convertible at a conversion price of \$0.06 per unit in Year 1 and at a conversion price of \$0.10 per unit in Year 2 & Year 3. Each unit consists of one common share and one share purchase warrant exercisable at the price of \$0.10 per share for a period of three years from closing. In connection with the first closing, the Company issued an aggregate of 500,000 compensation warrants exercisable into units at \$0.06 per unit for a period of three years. Each share purchase warrant is exercisable at a price of \$0.10 for a period of three years. Any securities that will be issued pursuant to this closing will be subject to a four-month and day from the closing date.

Item 5. Full Description of Material Change

5.1 Please see attached News Release dated June 10, 2020 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

June 17, 2020.

Schedule “A”

Symbols: JJ - TSX Venture Exchange
 JJ.WT.A - TSX Venture Exchange
 JJ.WT.B – TSX Venture Exchange
 JPOTD - OTCQB
 LVH2 - Frankfurt & Berlin Stock Exchanges

NEWS RELEASE**Jackpot closes first tranche of debenture financing**

Vancouver, British Columbia. June 12, 2020 – **Jackpot Digital Inc.** (the “Company” or “Jackpot”) (TSX-V: JJ) (TSX-V: JJ.WT.A) (TSX-V: JJ.WT.B) (US OTCQB: JPOTD) (Frankfurt & Berlin Exchanges: LVH2) reports that further to its May 7, 2020 news release, the Company has closed the first tranche of the debenture financing in the amount of \$446,000 (the “Debentures”). The Debentures bear interest at the rate of 10% per annum, and have a maturity date of thirty six months from closing. The Debentures are convertible at a conversion price of \$0.06 per unit in Year 1 and at a conversion price of \$0.10 per unit in Year 2 & Year 3. Each unit consists of one common share and one share purchase warrant exercisable at the price of \$0.10 per share for a period of three years from closing. In connection with the first closing, the Company issued an aggregate of 500,000 compensation warrants exercisable into units at \$0.06 per unit for a period of three years. Each share purchase warrant is exercisable at a price of \$0.10 for a period of three years. Any securities that will be issued pursuant to this closing will be subject to a four-month and day from the closing date.

Further to the Company’s News Release dated February 20, 2020, the Company has filed for final approval of its previously announced loan debenture financing totalling \$100,000 with 100,000 bonus warrants attached exercisable at \$0.50 per share for five years.

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.

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”, “feel”, “seek”, “project”, “predict”, “potential”, “should”, “might”, “objective”, “believe”, “expect”, “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.