

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 Changes

April 7, 12 and 15, 2021

Item 3. News Releases

News releases announcing the material changes referred to in this report were issued and disseminated via Stockwatch and Market News Publishing and filed on the SEDAR website.

Item 4. Summary of Material Changes

April 7, 2021

Further to the Company's News Release dated February 10, 2021, and in connection with the amendment agreement with Paulson Investment Company LLC, the Company has issued a total of 76,923 warrants exercisable at the price of \$0.26 per share for the month of March 2021. The warrants are exercisable for a period of five years, and will be subject to a hold period in accordance with applicable securities laws.

April 12, 2021

Further to the Company's News Release dated March 24, 2021, the Company has closed the first tranche of the non-brokered private placement financing whereby Jackpot has issued 3,692,000 units of the Company at \$0.20 per unit for gross proceeds of \$738,400. Each Jackpot unit consists of one common share of the Company and one share purchase warrant to acquire an additional common share of the Company at the price of \$0.27 per share until April 7, 2026 (the "Private Placement Warrants"). All securities that have been issued in respect to this private placement are subject to a hold period expiring on August 8, 2021. The Company has paid finder's fees of \$48,672 in cash and has issued 243,360 broker warrants exercisable at \$0.27 per share for a period of two years to arm's length parties.

April 15, 2021

Further to the Company's News Releases dated December 2, 2020 and December 17, 2020 with respect to the completion of the non-brokered private placement offering (the "Private Placement") pursuant to which Jackpot issued 20,000,000 units comprised of 20,000,000 common shares and transferable share purchase warrants (the "**Warrants**") to purchase up to an additional 20,000,000 common shares, the TSX Venture Exchange has approved the listing of the Warrants. The Warrants will be listed on the TSX Venture Exchange under the symbol "JJ.WT.C" and will commence trading effective at the opening of the market on Monday, April 19, 2021. Each Warrant entitles the holder to purchase one common share of Jackpot at a price of \$0.10 until November 20, 2025.

Jackpot Digital Inc.

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

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

Item 5. Full Description of Material Changes

5.1 Please see attached News Releases dated April 7, 2021, April 12, 2021 and April 15, 2021 as Schedules “A”, “B” & “C”.

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

April 16, 2021.

Schedule "A"

Symbols: JJ - TSX Venture Exchange
 JJ.WT.A - TSX Venture Exchange
 JJ.WT.B - TSX Venture Exchange
 JJ.WT.C - TSX Venture Exchange
 JPOTF - OTCQB
 LVH3 - Frankfurt & Berlin Stock Exchanges

Jackpot issues warrants to Paulson

Vancouver, British Columbia – April 7, 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). Further to the Company's News Release dated February 10, 2021, and in connection with the amendment agreement with Paulson Investment Company LLC, the Company will be issuing a total of 76,923 warrants exercisable at the price of \$0.26 per share for the month of March 2021. The warrants are exercisable for a period of five years, and will be subject to a hold period in accordance with applicable securities laws.

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", "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.

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Schedule "B"

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 JJ.WT.B - TSX Venture Exchange
 JJ.WT.C – TSX Venture Exchange
 JPOTF - OTCQB
 LVH3 - Frankfurt & Berlin Stock Exchanges

Jackpot closes non-brokered private placement financing

Vancouver, British Columbia – April 12, 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). Further to the Company's News Release dated March 24, 2021, the Company is pleased to announce that it has closed the first tranche of the non-brokered private placement financing whereby Jackpot has issued 3,692,000 units of the Company at \$0.20 per unit for gross proceeds of \$738,400. Each Jackpot unit consists of one common share of the Company and one share purchase warrant to acquire an additional common share of the Company at the price of \$0.27 per share until April 7, 2026 (the "Private Placement Warrants"). All securities that have been issued in respect to this private placement are subject to a hold period expiring on August 8, 2021.

The Company has paid finder's fees of \$48,672 in cash and has issued 243,360 broker warrants exercisable at \$0.27 per share for a period of two years to arm's length parties.

The funds will be utilized towards the production of the Company's Jackpot Blitz™ electronic tables ("ETGs"), and towards regulatory licensing fees for new jurisdictions, software development and for general working capital.

President & CEO Mr. Jake Kalpakian states, "Despite the challenges of the Covid-19 pandemic, we are excited to see the growing business momentum and investor confidence in the Company, and we believe with our current opportunities under development, our future looks brighter than ever."

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"Jake H. Kalpakian"

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Schedule "C"

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JACKPOT DIGITAL ANNOUNCES LISTING OF ADDITIONAL WARRANTS

Vancouver, British Columbia – April 15, 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) is pleased to announce that, further to its news releases of December 2, 2020 and December 17, 2020 with respect to the completion of the non-brokered private placement offering (the "Private Placement") pursuant to which Jackpot issued 20,000,000 units comprised of 20,000,000 common shares and transferable share purchase warrants (the "**Warrants**") to purchase up to an additional 20,000,000 common shares, the TSX Venture Exchange has approved the listing of the Warrants. The Warrants will be listed on the TSX Venture Exchange under the symbol "JJ.WT.C" and will commence trading effective at the opening of the market on Monday, April 19, 2021. Each Warrant entitles the holder to purchase one common share of Jackpot at a price of \$0.10 until November 20, 2025.

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This news release contains forward-looking information that involve various risks and uncertainties regarding future events. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information. Actual results and future events could differ materially from those anticipated in such information.