NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS GIVEN that the annual general and special meeting (the "**Meeting**") of the holders of common shares (the "**Jackpot Shareholders**") of Jackpot Digital Inc. ("**Jackpot**") will be held on **Thursday, September 16, 2021** at 700 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8 at 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of Jackpot for the fiscal year ended December 31, 2020, and the auditor's report thereon;

2. To set the number of directors for the ensuing year at four;

3. To elect directors of Jackpot to hold office until the next annual meeting of Jackpot Shareholders ;

4. To re-appoint Smythe LLP, Chartered Professional Accountants, as Jackpot's auditor for the current financial year ended December 31, 2021 and to authorize the directors to fix the remuneration to be paid to the auditor;

5. To consider and, if deemed appropriate, to pass, with or without variation, a special resolution of the Jackpot Shareholders (the "**Arrangement Resolution**"), the full text of which is attached as Schedule "A" to the accompanying management information circular (the "**Circular**"), to approve an arrangement (the "**Arrangement**") under section 288 of the *Business Corporations Act* (British Columbia), which involves, among other things, the distribution to the Non-Dissenting Jackpot Shareholders of common shares of Jackpot's wholly-owned subsidiary Yo Eleven Gaming Inc. ("**Yo Eleven**") on the basis of one common share of Yo Eleven for every five common shares of Jackpot (the "**Jackpot Shares**") held on the effective date of the Arrangement and the transfer of Jackpot's online gaming software assets to Yo Eleven, as more fully described in the accompanying management information circular.

6. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve Yo Eleven's 10% rolling stock option plan, as more fully described in the Circular;

7. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to re-approve Jackpot's 10% rolling stock option plan, as more fully described in the Circular;

8. To transact such other business as may properly come before the Meeting and any adjournment thereof.

Information relating to the matters to be brought before the Meeting is set forth in the Circular. Accompanying this Notice is the Circular and form of proxy for the Jackpot Shareholders. The enclosed form of proxy is solicited by management of Jackpot. Copies of the Arrangement Resolution, the Plan of Arrangement and the Interim Order are attached to the Circular as Schedules "A", "B" and "C", respectively.

Registered Jackpot Shareholders have a right of dissent in respect of the proposed Arrangement and have a right to be paid the fair value of their Jackpot Shares. The requirements for the exercise of dissent rights are described in the accompanying Circular and are attached to the Circular as Schedule "D". **Failure to strictly comply with the required procedure may result in the loss of any right of dissent.**

If you are a registered Jackpot Shareholder and unable to attend the Meeting in person, please read the notes in the enclosed form of proxy and complete, sign and return the proxy to Jackpot's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, within the time set out in the notes to the proxy.

The enclosed proxy is solicited by Jackpot's management and, if you wish, you may amend it by striking out the names listed in the proxy and inserting in the space provided the name of the person you wish to represent you at the Meeting.

If you are a non-registered Jackpot Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your Jackpot

Shares on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

CAUTION CONCERNING COVID-19 PANDEMIC

At the date of this Notice and the accompanying Circular, Jackpot intends to hold the Meeting at the location stated above in this Notice. We are continuously monitoring the development of the current coronavirus disease ("**COVID-19**") pandemic. In light of the rapidly evolving public health guidelines related to COVID-19, we ask Jackpot Shareholders to consider voting their Jackpot Shares by proxy and not attend the Meeting in person. Those Jackpot Shareholders who do wish to attend the Meeting in person should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at:

https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html.

We ask that Jackpot Shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. **All Jackpot Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular accompanying this Notice.**

Jackpot reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, Jackpot will announce these changes by way of news release, which will be filed under Jackpot's profile on SEDAR as well as on our website at www.jackpotdigital.com. We strongly recommend you check Jackpot's website prior to the Meeting for the most current information. IN THE EVENT OF ANY CHANGES TO THE MEETING FORMAT DUE TO THE COVID-19 PANDEMIC, THE COMPANY WILL NOT PREPARE OR MAIL AN AMENDED NOTICE, INFORMATION CIRCULAR OR MEETING MATERIALS.

DATED at Vancouver, British Columbia, this 13th day of August, 2021.

BY ORDER OF THE BOARD,

"Jake H. Kalpakian"

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Jake H. Kalpakian
President & Chief Executive Officer