

Form 51-102F3

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 8, 2021.

Item 3. News Release

News release announcing the material change referred to in this report was issued and disseminated on October 8, 2021 via AccessWire and has been filed on the SEDAR website.

Item 4. Summary of Material Change

Jackpot is pleased to report that it has received the final approval from the Supreme Court of British Columbia for the spinout of its online gaming assets to its wholly owned subsidiary Yo Eleven Gaming Inc. (“Yo Eleven”) by a plan of arrangement pursuant to the British Columbia Business Corporations Act (the “Spinout”).

Jackpot has set November 1, 2021 as the record date for the Spinout.

The ex-distribution date and record date shall be as follows:

Ex-Distribution Date:	October 29, 2021
Record Date:	November 1, 2021

No fractional shares of Yo Eleven will be distributed to Jackpot shareholders and, as a result, all fractional amounts arising under the Arrangement will be rounded down to the nearest whole number without any compensation therefor.

Item 5. Full Description of Material Change

5.1 Please see attached News Release dated October 8, 2021 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 13, 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

NEWS RELEASE

***Jackpot Digital’s Plan of Arrangement Receives Final Court Approval
 and Jackpot Sets Record Date of the Spinout***

Vancouver, British Columbia. Friday, October 8, 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 September 16th, 2021, Jackpot is pleased to report that it has received the final approval from the Supreme Court of British Columbia for the spinout of its online gaming assets to its wholly owned subsidiary Yo Eleven Gaming Inc. (“Yo Eleven”) by a plan of arrangement pursuant to the British Columbia *Business Corporations Act* (the “Spinout”).

In accordance with the terms of the Spinout, as consideration for the transfer by Jackpot of its online gaming assets, Yo Eleven will issue to Jackpot shareholders one (1) Yo Eleven common share for every five (5) Jackpot common shares held.

Jackpot has set November 1, 2021 as the record date for the Spinout. Jackpot shareholders that own the Company’s common shares as of the market close on Thursday October 28, 2021 will be shareholders of record as of November 1, 2021 (the “Record Date”) and will be eligible to receive Yo Eleven common shares from the Spinout distribution.

The ex-distribution date and record date shall be as follows:

Ex-Distribution Date:	October 29, 2021
Record Date:	November 1, 2021

No fractional shares of Yo Eleven will be distributed to Jackpot shareholders and, as a result, all fractional amounts arising under the Arrangement will be rounded down to the nearest whole number without any compensation therefor.

For more information regarding the Spinout and Yo Eleven, please refer to the Company’s Management Information Circular which is available under the Company’s profile on SEDAR at www.sedar.com and also on the Company’s website at www.jackpotdigital.com.

Additionally, and further to the Company’s news release dated June 30th, 2021, the Company has issued 124,967 Jackpot common shares at a deemed price of \$0.28 per common share in settlement of accrued interest to debenture holders totaling \$34,990.96. The common shares issued are subject to a hold period expiring December 24, 2021.

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 complimented 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" such as the Company's proposed spin-out of its online gaming software assets to Yo Eleven. 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, expectations, 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.