

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 21, 2021.

Item 3. News Release

News release announcing the material change referred to in this report was issued and disseminated on October 21, 2021 via Stockwatch and Market News Publishing and has been filed on the SEDAR website.

Item 4. Summary of Material Change

The Company anticipates to close its previously announced plan of arrangement under the Business Corporations Act of British Columbia pursuant to which the Company’s online gaming assets will be spun out (the “Spinout”) to its wholly owned subsidiary Yo Eleven Gaming Inc. (“Yo Eleven”) on November 4, 2021, and as consideration, Yo Eleven will issue to Jackpot shareholders one (1) Yo Eleven common share for every five (5) Jackpot common shares held, as a dividend.

Jackpot reminded shareholders that November 1, 2021 is the record date for the Spinout, and the Company’s shares will trade on an ex-dividend basis commencing at the open of the market on Friday October 29, 2021.

Item 5. Full Description of Material Change

5.1 Please see attached News Release dated October 21, 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 26, 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 Announces Anticipated Closing Date of the Plan of Arrangement***

Vancouver, British Columbia. Thursday, October 21, 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) announces that, further to its news release dated October 8th, 2021, the Company anticipates to close its previously announced plan of arrangement under the *Business Corporations Act* of British Columbia pursuant to which the Company's online gaming assets will be spun out (the "Spinout") to its wholly owned subsidiary Yo Eleven Gaming Inc. ("Yo Eleven") on the closing November 4, 2021, and as consideration, Yo Eleven will issue to Jackpot shareholders one (1) Yo Eleven common share for every five (5) Jackpot common shares held, as a dividend.

Jackpot wishes to remind shareholders that November 1, 2021 is the record date for the Spinout, and the Company's shares will trade on an ex-dividend basis commencing at the open of the market on Friday October 29, 2021.

Upon the closing of the Spinout, Yo Eleven will receive iGaming assets consisting of a variety of online casino table games, slots, horse racing and sportsbook, in addition to domain names for the new brand. The new iGaming business will be developed by Yo Eleven efforts through the development of the acquired assets along with strategic targeted acquisitions and selective software and hardware licensing. Yo Eleven is in advanced discussions with a series of firms within the online casino gaming and sportsbook markets which management believes should allow its business to progress at an accelerated pace.

For more detailed 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.

The Company would also like to announce it has granted 150,000 stock options to an Officer exercisable at a price of \$0.175 for a period of three 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 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.