

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. Dates of Material Change

June 12, 2023

Item 3. News Release

The News Release announcing the material change referred to in this report was issued and disseminated on June 27, 2023, via Stockwatch and News Publishing, and was filed on SEDAR.

Item 4. Summary of Material Change

The Company has closed the third and final tranche of the private placement of convertible debentures for aggregate gross proceeds of Cdn\$29,250 (the "Debentures"). The Debentures will bear interest of 10% per annum, and are convertible into common shares at the price of \$0.075 per share in the first year and at \$0.10 per share until June 12, 2028. In addition, the Company issued 390,000 share purchase warrants exercisable at \$0.10 per share for a 5-year period.

Item 5. Full Description of Material Change

5.1 Please see the News Release, attached as Schedule "A" hereto.

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

Jackpot Digital Inc.

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

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

Item 8. Executive Officer

For further information, please contact Jake H. Kalpakian, President and CEO of the Company, at (604) 681-0204 ext. 6105.

Item 9. Date of Report

June 28, 2023

Schedule "A"

JACKPOT DIGITAL ANNOUNCES THE CLOSING OF THE THIRD AND FINAL TRANCHE OF THE PRIVATE PLACEMENT

Vancouver, British Columbia June 27, 2023 - Jackpot Digital Inc. (the "Company" or "Jackpot") (TSX-V:JJ) (TSX-V:JJ.WT.B) (TSX-V:JJ.WT.C) (US OTCQB: JPOTF) (Frankfurt Exchange: LVH3) announces that further to its News Releases dated March 29, 2023, May 4, 2023 and May 26, 2023, the Company has closed the third and final tranche of the private placement of convertible debentures (the "Debentures") for gross proceeds of \$29,250.00. The Debentures will bear interest at the rate of 10% per annum, and are convertible into common shares of the Company at the conversion price of \$0.075 per share in the first year and at \$0.10 per share in subsequent years. The Company also issued 390,000 share purchase warrants exercisable at \$0.10 per share for a period of five years. The securities issued are subject to a statutory hold period which will expire on October 13, 2023. The aggregate gross proceeds raised in all the three tranches is \$471,651.75.

Proceeds from the debenture financing will be utilized towards regulatory licensing fees and related expenses in multiple jurisdictions to facilitate the widespread placement of Jackpot Blitz® ETGs, and for general working capital.

About Jackpot Digital Inc.

Jackpot Digital Inc. is a leading electronic table games manufacturer 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, projected financings, 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", "plans" "estimate", and similar words are used to identify

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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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