

PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION BEFORE 5:00 P.M. (TORONTO TIME) ON JANUARY 17, 2017.

This rights offering circular is prepared by management. No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this circular. Any representation to the contrary is an offence.

You should read this circular together with the rights offering notice and our continuous disclosure on SEDAR before making an investment decision.

Rights Offering Circular

December 9, 2016



JACKPOT DIGITAL INC.

**OFFERING OF RIGHTS TO SUBSCRIBE FOR UNITS
AT A PURCHASE PRICE OF \$0.01 PER UNIT**

References in this circular to we, our, us and similar terms mean to Jackpot Digital Inc. (the "**Company**"). References in this circular to you, your and similar terms mean to holders of the Company's common shares (the "**Common Shares**"). Unless otherwise indicated, references herein to "\$" or "dollars" are to Canadian dollars.

We currently have a working capital deficiency of \$5,128,213 as of September 30, 2016. Even if 100% of the Offering is subscribed, the available funds on closing will not be sufficient to eliminate or significantly reduce the working capital deficiency.

SUMMARY OF THE RIGHTS OFFERING

Why are you reading this circular?	We are issuing to the registered holders of our outstanding Common Shares on the close of business on December 15, 2016 (the " Record Date ") and who reside in a province or territory of Canada (the " Eligible Jurisdictions ") a total 155,996,550 rights (" Rights ") to subscribe for a total 155,996,550 units of the Company (" Units ") on the terms described in this circular (the " Offering "). The purpose of this circular is to provide you with detailed information about your rights and obligations in this Offering. You should read this circular together with the rights offering notice.
What is being offered?	Each holder of Common Shares on the Record Date who resides in an Eligible Jurisdiction will receive one Right for each one Common Share held.

<p>Who is eligible to receive Rights?</p>	<p>The Rights are offered only to the Company's shareholders who reside in Eligible Jurisdictions (the "Eligible Holders"). Shareholders will be presumed to reside in the place shown on their registered address, unless the contrary is shown to our satisfaction. Neither the rights offering notice nor this circular is to be construed as an offering of the Rights, nor are the securities issuable upon exercise of the Rights, offered for sale in any jurisdiction outside of Eligible Jurisdictions or to shareholders who reside in any jurisdiction other than the Eligible Jurisdictions (the "Ineligible Holders"). Instead, Ineligible Holders will be sent a letter advising them that their Rights will be held by Computershare Investor Services Inc. (the "Rights Agent"), located at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (the "Subscription Office"), who will hold such Rights as agent for the benefit of all such Ineligible Holders.</p>
<p>What does one Right entitle you to receive?</p>	<p>Each Right entitles you to subscribe for one Unit upon payment of the Subscription Price (called the "Basic Subscription Privilege"). Each Unit will consist of one Common Share and one transferable share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional Common Share for \$0.05 until 5:00 p.m. for five years from the date of issuance of the Warrant. No fractional Common Shares will be issued.</p> <p>If you exercise your Basic Subscription Privilege in full, you will also be entitled to subscribe pro rata for Units (the "Additional Units") not otherwise purchased, if any, under the Basic Subscription Privilege (called the "Additional Subscription Privilege").</p>
<p>What is the subscription price?</p>	<p>\$0.01 per Unit (the "Subscription Price").</p>
<p>When does the offer expire?</p>	<p>On January 17, 2017 (the "Expiry Date") at 5:00 pm (Toronto, ON time) (the "Expiry Time").</p>
<p>What are the significant attributes of the Rights issued under the Offering and the securities to be issued upon the exercise of the Rights?</p>	<p>Each Right entitles you to subscribe for one Unit upon payment of the Subscription Price.</p> <p>We are authorized to issue an unlimited number of Common Shares, of which, as at the date of this circular 155,996,550 are issued and outstanding. Holders of Common Shares are entitled to dividends if, as and when declared by our directors, to one vote per share at meetings of our shareholders and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Common Shares.</p> <p>The Warrants will be issued under a warrant indenture (the "Warrant Indenture"). Each Warrant will be exercisable to purchase one Common Share at a price of \$0.05 per Common Share at any time before 5:00 p.m. on the date that is five years from the date of issuance of the Warrant (the "Warrant Expiry Date"). The Warrant Indenture provides for adjustment in the number of Warrant Shares issuable upon exercise of the Warrants and/or exercise price per security upon the occurrence of certain events, and the Warrant Indenture may be amended, all of which are described in the Warrant</p>

	Indenture available in the Company's public disclosure documents on SEDAR at www.sedar.com .
What are the minimum and maximum number or amount of Common Shares and Warrants that may be issued under the Offering?	A maximum of 155,996,550 Units comprised on 155,996,550 Common Shares and 155,996,550 Warrants will be issued under the Offering. There is no minimum number of Units that may be issued under the Offering. However, there are stand-by commitments to purchase up to 129,500,000 of the Units not otherwise purchased under the Offering by holders of Rights, including under the Basic Subscription Privilege and the Additional Subscription Privilege. See " <i>Stand-by Commitments</i> ".
Where will the Rights and the Common Shares and Warrants issuable upon the exercise of the Rights be listed for trading?	The Common Shares are listed on the TSX Venture Exchange (the "TSXV") under the trading symbol "JP". The rights will trade on the TSXV under the trading symbol "JP.RT" until 12:00 p.m. (Toronto time) on December 13, 2016. The Warrants issuable on exercise of the Rights will also be listed on the TSXV as long as the Warrants meet the TSXV's public distribution requirements.

FORWARD-LOOKING STATEMENTS

This circular contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that we believe, expect or anticipate will or may occur in the future are forward looking statements. These forward-looking statements reflect our current expectations or beliefs based on information currently available to us. Forward-looking statements in this circular include, without limitation, statements with respect to: our expectations regarding the estimated costs of the Offering; the net proceeds to be available upon completion; the use of proceeds from the Offering and the availability of funds from sources other than the Offering; the listing of the Common Shares on the TSXV; and our ability to continue as a going concern.

The forward-looking statements are based on a number of key expectations and assumptions made by the Company's management relating to the Company including, but not limited to: the completion of the Offering; the estimated costs of the Offering; the estimated amount of funds raised under the Offering; and the anticipated operating expenses of the Company for the 12 month period following the Expiry Date.

Forward-looking statements are subject to a number of risks and uncertainties that may cause the Company's actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, uncertainties relating to the availability and cost of funds; closing of the Offering; delays in obtaining or failure to obtain required approvals to complete the Offering; the uncertainty associated with estimating costs to completion of the Offering, including those yet to be incurred; uncertainties related to the success of the Company's business; dilution of the shareholdings of shareholders who do not exercise all of their Rights under the Offering; irrevocability of the exercise of Rights by a shareholder; the Subscription Price is not necessarily an indication of value; if an Eligible Holder fails to follow the subscription procedure for the Offering and abide by the subscription deadline their subscription may be rejected; and other risks and uncertainties related to the Company's business, and the Offering,

including those described in the Company's public disclosure documents on SEDAR at www.sedar.com.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although we believe that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

NEITHER THIS RIGHTS OFFERING NOR THE COMMON SHARES AND WARRANTS ISSUABLE IN CONNECTION WITH THE RIGHTS OFFERING HAVE BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “**SEC**”) OR THE SECURITIES REGULATORY AUTHORITIES IN ANY STATE OF THE UNITED STATES, NOR HAS THE SEC OR THE SECURITIES REGULATORY AUTHORITIES IN ANY STATE OF THE UNITED STATES PASSED UPON THE FAIRNESS OR MERITS OF THIS RIGHTS OFFERING OR UPON THE ADEQUACY OF THE INFORMATION CONTAINED IN THIS RIGHTS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Rights and the Common Shares and Warrants issuable upon exercise of the Rights have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or applicable state securities laws, shareholders of the Company who are U.S. residents cannot participate in the Offering unless such shareholder can provide evidence satisfactory to the Company, that such shareholder is an “accredited shareholder” within the meaning of Rule 501(a) of Regulation D promulgated under the U.S. Securities Act (“**Regulation D**”) in a manner that satisfies the requirements of Rule 506(c) of Regulation D. See “*How to exercise the Rights – Who is eligible to receive Rights and Are there restrictions on the resale of securities?*” in this circular.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Rights Offering?

Assuming the exercise of all Rights, the maximum net proceeds to the Company from the Offering will be approximately \$1,509,965, after deducting estimated expenses of \$50,000 associated with the Offering.

		Assuming stand-by commitment only (\$)	Assuming 100% of offering (\$)
A	Amount to be raised by this offering	1,295,000	1,559,965
B	Selling commissions and fees	Nil	Nil
C	Estimated offering costs (e.g., legal, Rights Agent, audit)	50,000	50,000
D	Available funds: $D = A - (B+C)$	1,245,000	1,509,965
E	Additional sources of funding required	Nil	Nil
F	Total: $F = (D+E)$	1,245,000	1,509,965

As at September 30, 2016, the Company's working capital deficiency was \$5,128,213. The available funds will not eliminate or significantly reduce our current working capital deficiency. We expect however that our working capital deficiency will decrease in the 12 months following closing of the Offering due to an anticipated increase in revenues and repayment of certain liabilities during that period. There can be no assurance however that our revenues will increase to the extent anticipated or at all.

The following table provides information regarding the significant changes in the working capital deficiency since December 31, 2015, as set forth in our interim financial statements for the period ending September 30, 2016.

Significant Changes in Working Capital			
	September 30, 2016 (unaudited)	December 31, 2015 (audited)	Change
Current assets	1,264,682	1,481,590	(216,908)
Current liabilities	6,392,895	7,968,646	(1,575,751)
Working capital deficiency	(5,128,213)	(6,487,056)	1,358,843

As shown in the table above, from the year ended December 31, 2015 to September 30, 2016, the current liabilities have decreased by \$1,575,751 due to an increase in our revenues and the repayment of certain liabilities, which resulted in a decrease of \$ 1,358,843 in the working capital deficiency as of September 30, 2016.

How will we use the available funds?

The net proceeds from the Offering will be used for the purposes set out in the table below.

Description of intended use of available funds listed in order of priority	Assuming stand-by commitment only (\$)	Assuming 100% of offering (\$)
Payment to Everi Holdings, Inc. (" Everi ") (See note 1 below)	250,000	500,000
Repayment of the advance of \$300,000 plus accrued interest to Jackpot from 30 Rock Management Inc. (" 30 Rock ") (See note 2 below)	300,000	300,000
Development of the second generation electronic poker table (See note 3 below)	350,00	350,000
General working capital	345,000	359,965
Total: Equal to F in the available funds in chart above	1,245,000	1,509,965

Notes:

- (1) On June 30, 2015 the Company entered into an asset purchase agreement, as amended on July 31, 2015 and August 6, 2015 (the "**Asset Purchase Agreement**"), with Multimedia Games, Inc.) (now Everi) whereby the Company agreed to purchase from Multimedia the assets of its PokerTek business unit for a purchase price that includes cash payments over time and share purchase warrants. Jackpot pays to Everi 60% of Jackpot's total monthly net revenues. Depending on the amount raised in the Offering, Jackpot intends to pay Everi the sum of either \$250,000 or \$500,000 from the proceeds of

the Offering to be applied toward the cash payments owed to Everi under the Asset Purchase Agreement. For a full description of the acquisition of PokerTek and the Asset Purchase Agreement, refer to the Company's interim financial statements for the nine months ended September 30, 2016 available on the SEDAR website.

- (2) 30 Rock is a company owned by Jacob H. Kalpakian, our President, Chief Executive Officer ("**CEO**") and a director, and Mr. Kalpakian, as Trustee of the JHK Family Trust. 30 Rock has agreed to provide a stand-by commitment of \$400,000 to purchase up to 40,000,000 Units that are not purchased by the holders of Rights under the Offering. On November 30, 2016, 30 Rock paid \$300,000 to Jackpot as an advance of its stand-by commitment of \$400,000. The Company has agreed to pay interest on the advance at the rate of 10% commencing on the date of advance to the date of completion of the Offering. To the extent that 30 Rock's stand-by commitment is not required for the purchase of Units in the Offering, the funds 30 Rock advanced, together with interest accrued on the advance, will be repaid from the net proceeds from the Offering. Jackpot used the loan funds to pay Everi approximately US\$100,000 (approximately CAD\$150,000), and will use the balance towards ongoing development of Jackpot's second generation electronic poker table and for general working capital. Refer to a description of the terms of the asset purchase agreement with Everi and the Company's interim financial statements for the nine months ended September 30, 2016 available on the SEDAR website at www.sedar.com.
- (3) Jackpot intends to allocate \$350,000 of the net proceeds from the Offering towards completion of the development and rollout of its second generation electronic poker table. The Company is in advanced stages of developing and rolling out its second generation electronic poker table, which should provide significant growth prospects. The Company anticipates that the funds raised in the Rights Offering will be vital in enabling it to complete development, assembly and ship out of the new tables early in 2017.

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

How long will the available funds last?

After the payments are made to Everi and 30 Rock as described above, the remaining net proceeds of the Offering will provide additional funds for Jackpot's operations. Management expects that Jackpot's anticipated revenues during the 12 months following the closing of the Offering can be sufficient to cover the costs and expenses of maintaining our current operations and to continue to make payments to Everi as required under the asset purchase agreement, which will reduce the debt.

We will also seek to raise additional funds through one or more debt or equity financings in the next 12 months. See "*Forward-Looking Statements*" in this circular and the Company's management discussion and analysis related to its financial statements filed on SEDAR at www.sedar.com for a summary of certain risk factors that could negatively affect Jackpot's future revenues or ability to secure additional equity or debt financings. There can be no assurance that we will be successful in receiving sufficient revenues or securing any financings over the 12 months following the completion of the Offering.

INSIDER PARTICIPATION

Will insiders be participating?

The directors who own Common Shares intend to participate in the Offering, namely Jacob H. Kalpakian, our President, CEO and a director, who owns or controls 937,000 Common Shares; Bedo H. Kalpakian, our Chief Financial Officer ("**CFO**"), Chairman and a director, who owns or controls 625,077 Common Shares; and Maria Arenas, Corporate Secretary, who owns 106,250 Common Shares. The foregoing directors and officers do not intend to exercise or cause to be exercised their Additional Subscription Privilege. The information as to the intentions of the insiders is not within the Company's knowledge and has been provided by them. We can give no assurance that any insiders will subscribe for Units in the amounts set out above or at all.

Who are the holders of 10% or more of our securities before and after the Rights Offering?

To the knowledge of our directors and officers, as of the date of this circular and before the Offering, no person beneficially owns, directly or indirectly, or controls or directs more than 10% of the voting rights attached to all outstanding Common Shares.

DILUTION

If you do not exercise your Rights, by how much will your security holdings be diluted?

If you wish to retain your current percentage ownership of the Common Shares, you should exercise your Rights and pay the Subscription Price for the Common Shares to which you are entitled to subscribe for under the Basic Subscription Privilege. If you do not exercise your Rights or elect to sell or transfer your Rights, the value of the Common Shares currently held by you will be diluted as a result of the exercise of Rights by others.

Assuming you hold 1,000,000 Shares, and if you do not exercise any of your Rights and the Offering is fully subscribed for, your shareholdings will be diluted by 50%.

STAND-BY COMMITMENTS

Who are the stand-by guarantors and what are the fees?

The following persons (the "**Stand-by Guarantors**") have agreed to provide a stand-by commitment to purchase up to a total 129,500,000 Units that are not purchased by the holders of Rights in connection with the Offering, for total commitments of \$1,295,000.

Name of Stand-by Guarantor	Number of Units Committed to Purchase	Amount of Commitment
30 Rock ⁽¹⁾	40,000,000	\$400,000
Bedo H. Kalpakian ⁽²⁾	5,000,000	\$50,000
Neil Spellman ⁽³⁾	4,000,000	\$40,000
87 Capital Corp. ⁽⁴⁾	30,000,000	\$300,000
Transcend Capital Inc.	3,000,000	\$30,000
Ramona Vorberg	15,000,000	\$150,000
Carol Vorberg	10,000,000	\$100,000
Cindy Cheer	3,000,000	\$30,000
Val Cheer	3,000,000	\$30,000
Gibralt Capital Corporation	5,000,000	\$50,000
Maria Arenas ⁽⁵⁾	1,000,000	\$10,000
Rudolf Muller	500,000	\$5,000

Name of Stand-by Guarantor	Number of Units Committed to Purchase	Amount of Commitment
Rob Fia	10,000,000	\$100,000
Total	129,500,000	\$1,295,000

- (1) 30 Rock is a company owned by Jacob H. Kalpakian, President, CEO and a director of the Company, and Mr. Kalpakian, as Trustee of the JHK Family Trust. 30 Rock is the holder of a secured debenture in connection with a loan to Jackpot in the principal amount of US \$250,000. 30 Rock has paid \$300,000 to Jackpot as an advance of its stand-by commitment of \$400,000. See Note 2 to the table under "How will we use the available funds?" in this Circular.
- (2) Bedo H. Kalpakian is our CFO, Chairman and a director of the Company.
- (3) Neil Spellman is a director of the Company.
- (4) 87 Capital Corp. ("**87 Capital**") is the holder of a secured debenture in connection with a loan to Jackpot in the principal amount of US \$2,250,000.
- (5) Maria Arenas is the Corporate Secretary of the Company.

There is no ranking among the Stand-By Guarantors as to who will purchase Units under their guarantees and they will purchase Units as guarantors on a pro rata basis.

As consideration for their stand-by commitments, the Company will issue bonus warrants to the Stand-By Guarantors entitling them to purchase up to a total 32,375,000 Common Shares, being 25% of the total number of Units the Stand-By Guarantors have committed to purchase, at a price of \$0.05 per Common Share for 5 years after the date on which performance by the Stand-By Guarantors could be required.

Name of Stand-by Guarantor	Number of Bonus Warrants
30 Rock	10,000,000
Bedo H. Kalpakian	1,250,000
Neil Spellman	1,000,000
87 Capital Corp.	7,500,000
Transcend Capital Inc.	750,000
Ramona Vorberg	3,750,000
Carol Vorberg	2,500,000
Cindy Cheer	750,000
Val Cheer	750,000
Gibralt Capital Corporation	1,250,000
Maria Arenas	250,000
Rudolf Muller	125,000
Rob Fia	2,500,000
Total	32,375,000

The Stand-by Guarantors who receive Rights as shareholders on the Record Date will not receive bonus warrants for exercising their basic subscription privilege. If a Stand-by Guarantor exercises none of its Rights or exercises only a portion of its Rights, then the number of bonus warrants that will be issued to the Stand-by Guarantor will be reduced in accordance with the Exchange's policy.

The Stand-By Guarantors may terminate their obligation under the stand-by commitment if, among other things:

1. there is a material adverse change in the business of Jackpot;
2. any of the other Stand-By Guarantors fail to perform their commitment;
3. the Company is in material default of its obligations under the Standby Guarantee Agreement;
4. any closing conditions are not satisfied;
5. the Common Shares or the Rights are halted, suspended or de-listed.

Have we confirmed that the Stand-By Guarantors have the financial ability to carry out their stand-by commitments?

Jackpot has confirmed that the Stand-By Guarantors have the financial ability to carry out their stand-by commitments.

What are the security holdings of the Stand-By Guarantors before and after the Rights Offering?

Name of Stand-By Guarantor	Number of securities held directly or indirectly before the Offering and percentage of outstanding Common Shares	Number of securities directly or indirectly held after the Offering and percentage of outstanding Common Shares if the Stand-By Guarantor takes up the entire stand-by commitment
30 Rock	937,000 Common Shares (0.60%) ⁽¹⁾ 8,327,500 Warrants ⁽³⁾ 5,000,000 Stock Options ⁽⁵⁾	40,937,000 Common Shares (13.12%) ⁽²⁾ 58,327,500 Warrants ⁽⁴⁾ 5,000,000 Stock Options ⁽⁵⁾
Bedo H. Kalpakian	625,077 Common Shares (0.40%) ⁽⁶⁾ 5,717,500 Warrants ⁽⁸⁾ 1,500,000 Stock Options	5,625,077 Common Shares (1.80%) ⁽⁷⁾ 11,967,500 Warrants ⁽⁹⁾ 1,500,000 Stock Options
Neil Spellman	376,875 Common Shares (0.24%) 500,000 Stock Options	4,376,875 Common Shares (0.92%) 5,000,000 Warrants 500,000 Stock Options
87 Capital ⁽¹⁰⁾	6,750,000 Warrants	30,000,000 Common Shares (9.61%) 44,250,000 Warrants
Transcend Capital Inc.	Nil	3,000,000 Common Shares (0.96%) 3,750,000 Warrants
Ramona Vorberg	3,071,312 Common Shares (1.97%) 1,767,625 Warrants	18,071,312 Common Shares (5.79%) 20,517,625 Warrants
Carol Vorberg	727,813 Common Shares (0.46%) 520,000 Warrants	10,727,813 Common Shares (3.44%) 13,020,000 Warrants
Cindy Cheer	400,000 Common Shares (0.26%) 300,000 Warrants	3,400,000 Common Shares (1.09%) 4,050,000 Warrants
Val Cheer	1,000,000 Common Shares (0.64%)	4,000,000 Common Shares (0.96%)

Name of Stand-By Guarantor	Number of securities held directly or indirectly before the Offering and percentage of outstanding Common Shares	Number of securities directly or indirectly held after the Offering and percentage of outstanding Common Shares if the Stand-By Guarantor takes up the entire stand-by commitment
	817,188 Warrants 250,000 Stock Options	4,567,188 Warrants 250,000 Stock Options
Gibralt Capital Corporation	5,751,500 Common Shares (3.69%) 2,500,000 Warrants	10,751,500 Common Shares (2.64%) 8,750,000 Warrants
Maria Arenas	106,250 Common Shares (0.07%) 100,000 Warrants 350,000 Stock Options	1,106,250 Common Shares (0.35%) 1350000 Warrants 350,000 Stock Options
Rudolf Muller	Nil	500,000 Common Shares (0.16%) 625,000 Warrants
Rob Fia	1,315,000 Common Shares (0.84%) 1,099,550 Warrants	11,315,800 Common Shares (3.62%) 13,599,550 Warrants

- (1) Of these Common Shares, 745,750 Common Shares are held directly by Jacob H. Kalpakian, President, CEO and a director; 125,000 Common Shares are held by Kalpakian Bros. of BC Ltd (“KBBC”), a private company controlled by Jacob H. Kalpakian and Bedo H. Kalpakian, CFO and a director and 66,250 Common Shares are held by Jacob H. Kalpakian’s spouse.
- (2) Of these Common Shares, 745,750 Common Shares are held directly by Jacob H. Kalpakian; 125,000 Common Shares are held by KBBC; 66,250 Common Shares are held by Jacob H. Kalpakian’s spouse and 40,000,000 Common Shares are held by 30 Rock, a private company owned by Jacob H. Kalpakian. 30 Rock is the holder of a secured debenture in connection with a loan to Jackpot in the principal amount of US \$250,000.
- (3) Of these Warrants, 1,750,000 Warrants are held by 30 Rock, 1,360,000 Warrants are held directly by Jacob H. Kalpakian and 5,217,500 Warrants are held by KBBC.
- (4) Of these Warrants, 51,750,000 Warrants are held by 30 Rock, 1,360,000 warrants are held directly by Jacob H. Kalpakian and 5,217,500 Warrants are held by KBBC.
- (5) Held directly by Jacob H. Kalpakian.
- (6) Of these Common Shares, 500,077 Common Shares are held directly by Bedo H. Kalpakian and 125,000 Common Shares are held by KBBC.
- (7) Of these Common Shares, 5,500,077 Common Shares are held directly by Bedo H. Kalpakian and 125,000 Common Shares are held by KBBC.
- (8) Of these Warrants, 500,000 Warrants are held directly by Bedo H. Kalpakian and 5,217,500 Warrants are held by KBBC.
- (9) Of these Warrants, 6,750,000 Warrants are held directly by Bedo H. Kalpakian and 5,217,500 Warrants are held by KBBC.
- (10) 87 Capital holds a secured debenture granted in connection with its loan to Jackpot in the principal amount of US \$2,250,000.

MANAGING DEALER AND SOLICITING DEALER

Who is the managing dealer or soliciting dealer and what are its fees?

The Company has not retained any party to solicit subscriptions for Units pursuant to the Offering.

HOW TO EXERCISE THE RIGHTS

Subscriptions for Units made in connection with this Offering either directly or through a Participant will be irrevocable.

How does a shareholder that is a registered holder participate in the Offering?

If you are a registered holder of Common Shares in an Eligible Jurisdiction, a certificate (the "**Rights Certificate**") representing the total number of transferable Rights to which you are entitled as at the Record Date will be mailed to you with a copy of the rights offering notice. To exercise the Rights represented by the Rights Certificate, you must complete and deliver the Rights Certificate, together with payment, according to the instructions set out below. Rights not exercised before the Expiry Time will be void and of no value. The method of delivery is at the discretion and risk of the holder of the Rights Certificate and delivery to the Rights Agent will only be effective when actually received by the Rights Agent at its Subscription Office. See "*Appointment of Rights Agent - Who is the Rights Agent?*" Rights Certificates and payments received after the Expiry Time will not be accepted.

In order to exercise your Rights you must:

1. **Complete and sign Form 1 on the Rights Certificate.** The maximum number of Rights that you may exercise under the Basic Subscription Privilege is shown in the box on the upper right hand corner of the face of the Rights Certificate. If you complete the Form 1 so as to exercise some but not all of the Rights evidenced by the Rights Certificate, you will be deemed to have waived the unexercised balance of such Rights, unless you otherwise specifically advise the Rights Agent at the time the Rights Certificate is surrendered to the Rights Agent.
2. **Additional Subscription Privilege.** Complete and sign Form 2 on the Rights Certificate only if you also wish to participate in the Additional Subscription Privilege. See "*How to exercise the Rights? - What is the Additional Subscription Privilege and how can you exercise this privilege?*" in this circular.
3. **Enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.** To exercise the Rights you must pay \$0.01 per Unit. In addition to the amount payable for any Units you wish to purchase under the Basic Subscription Privilege, you must also pay the amount required for any Units subscribed for under the Additional Subscription Privilege.
4. **Delivery.** Deliver or mail the completed Rights Certificate and payment in the enclosed return envelope addressed to the Rights Agent so that it is received by the Subscription Office of the Rights Agent set forth below before the Expiry Time. If you are mailing your documents, registered mail is recommended. Please allow sufficient time to avoid late delivery.

The signature of the Rights Certificate holder must correspond in every particular with the name that appears on the face of the Rights Certificate.

Signatures by a trustee, executor, administrator, guardian, attorney, officer of a company or any person acting in a fiduciary or representative capacity should be accompanied by evidence of authority satisfactory to the Rights Agent. We will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance of any subscription in our sole discretion. Subscriptions are irrevocable. We reserve the right to reject any subscription if it is not in proper form or if the acceptance of the subscription or the issuance of Units for the subscription could be unlawful. We also reserve the right to waive any defect in respect of any particular subscription. Neither we nor the Rights Agent is under any duty to give any notice of any defect or irregularity in any subscription, nor will we be liable for the failure to give any such notice.

How does a security holder that is not a registered holder participate in the Rights Offering?

You are a beneficial Eligible Holder if you hold your Common Shares through a securities broker or dealer, bank or trust company or other participant (each, a "**Participant**") in the book-based system administered by CDS Clearing and Depository Services Inc. ("**CDS**"). The total number of Rights to which all beneficial Eligible Holders as at the Record Date are entitled will be issued to CDS and will be deposited with CDS following the Record Date. We expect that each beneficial Eligible Holder will receive a confirmation of the number of Rights issued to it from its Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

Neither we nor the Rights Agent will have any liability for (i) the records maintained by CDS or Participants relating to the Rights or the book-entry accounts maintained by them, (ii) maintaining, supervising or reviewing any records relating to such Rights, or (iii) any advice or representations made or given by CDS or Participants with respect to the rules and regulations of CDS or any action to be taken by CDS or Participants.

If you are a beneficial Eligible Holder:

1. to exercise your Rights held through a Participant, you must instruct such Participant to exercise all or a specified number of such Rights, and forward to such Participant, the Subscription Price for each Unit that you wish to purchase.
2. you may subscribe for Additional Units pursuant to the Additional Subscription Privilege by instructing such Participant to exercise the Additional Subscription Privilege in respect of the number of Additional Units you wish to subscribe for, and forwarding to such Participant the Subscription Price for such Additional Units requested.

Any excess funds will be returned to the relevant Participant for the account of the beneficial holder, without interest or deduction.

Can I combine, exchange or divide my Rights Certificate?

Rights Certificates may be combined, divided or exchanged by delivering such Rights Certificates, accompanied by appropriate instructions or a completed Form 4 on the Rights Certificate, to the Subscription Office listed under the heading "*Appointment of Rights Agent - Who is the Rights Agent?*" Rights Certificates must be surrendered for division, combination or exchange by such date as will permit new Rights Certificates to be issued and used by the holder of the Rights Certificates before the Expiry Time.

Who is eligible to receive Rights?

No offering outside of Eligible Jurisdictions

The Rights are being offered to Eligible Holders in each of the provinces and territories of Canada. Shareholders will be presumed to be resident in the place of their registered address, unless the contrary is shown to the satisfaction of the Company. This circular is not to be construed as an offering of the Rights, nor are the Units issuable upon exercise of the Rights offered for sale, in any jurisdiction outside the Eligible Jurisdictions or to holders of Common Shares who are residents of any jurisdiction other than the Eligible Jurisdictions.

Ineligible Holders may not acquire Rights or the Units issuable upon exercise of the Rights unless approved by the Company.

We will not issue or forward Rights Certificates to Ineligible Holders unless they are Approved Ineligible Holders (as defined below). Ineligible Holders will be presumed to be resident in the place of their registered address.

Ineligible Holders will be sent the rights offering notice, for information purposes only, together with a letter advising them that their Rights Certificates will be held by the Rights Agent. An Ineligible Holder, either registered or beneficial, may apply to the Company to claim their Rights Certificate by providing documentation confirming that the delivery of their Rights Certificate, and the exercise of their Rights, is lawful and complies with all applicable securities laws, and other laws, in the jurisdiction where the Ineligible Holder resides. If such documentation is acceptable to the Company, in its sole discretion, the Company may provide notice to the Rights Agent that such Ineligible Holder is an approved ineligible holder (an "**Approved Ineligible Holder**") and instruct the Rights Agent to deliver the Rights Certificate to the Approved Ineligible Holder. The Rights Certificate, and any Units that may be issued upon the exercise of the Rights, may be endorsed with restrictive legends according to applicable securities laws.

An Ineligible Holder that (1) (i) is a direct or indirect holder with an address of record in the United States and who is an "accredited investor" that satisfies one or more of the criteria set forth in Rule 501(a) of Regulation D promulgated under the U.S. Securities Act (each a "**Accredited Investor**"), and who provides evidence to such effect, in a form which satisfies, in the sole discretion of the Company, the requirements of Rule 506(c) of Regulation D, which may require the Ineligible Holder to provide to us all or any combination of: (a) an Internal Revenue Service Form that reports such Ineligible Holder's income for the most recent two years; (b) bank statements and other statements of securities holdings, certificates of deposit or tax assessments; (c) a consumer report from a United States nationwide consumer reporting agency; (d) written confirmation from a United States registered broker-dealer, an investment adviser registered with the SEC, a licensed United States attorney or an accountant as to whether such Ineligible Holder is an "accredited investor"; (e) any other information we deem necessary to confirm the Ineligible Holder's status as a U.S. Accredited Investors in order to comply with Rule 506(c) of Regulation D; or (ii) is outside the Eligible Jurisdictions and the United States; and (2) satisfies us that such offering to and subscription by such Approved Ineligible Holder or transferee is lawful and in compliance with all applicable securities and other laws may have its Rights Certificates issued and forwarded by the Rights Agent upon direction from us.

A holder of Rights not resident in an Eligible Jurisdiction holding on behalf of a person resident in an Eligible Jurisdiction may be able to exercise the Rights provided the holder provides an investor letter, satisfactory to us, on or before January 17, 2017 representing to us that the beneficial purchaser is resident in an Eligible Jurisdiction and satisfying us that such subscription is lawful and in compliance with all securities and other applicable laws (an "**Approved Eligible Holder**"). Participants receiving Rights on behalf of beneficial Ineligible Holders will be instructed by CDS not to permit the exercise of such Rights unless the holder is an Approved Eligible Holder.

The Rights Agent will hold the Rights of Ineligible Holders until January 10, 2017. If you do not satisfy the Company as to your eligibility to participate in the Rights Offering on or before January 10, 2017, the Rights Agent will, prior to the Expiry Time, attempt to sell such Rights on the TSXV, on a best efforts basis. The Rights Agent's ability to sell the Rights, and the prices obtained for the Rights, are dependent on market conditions. The Rights Agent will not be subject to any liability for failure to sell any Rights held for the benefit of Ineligible Holders at any particular price or prices, or at all. The proceeds received by the Rights Agent, if any, from the sale of the Rights delivered to it, net of any

applicable costs, expenses and taxes will be divided among the Ineligible Holders on a pro rata basis according to the total number of Common Shares held by them on the Record Date. The Rights Agent will mail cheques to the Ineligible Holders at their addresses appearing in the records of the Rights Agent for their respective proportions of those net proceeds, subject to any applicable taxes which must be withheld for particular Ineligible Holders, provided that the Rights Agent will not be required to make any such payment to any Ineligible Holder if the amount owing to such holder is less than \$10.00. Such amount will be used by the Company to offset a portion of the remuneration of the Subscription Agent for its services.

Holders of Rights who are not resident in Canada should be aware that the purchase and sale of Rights or Common Shares or Warrants may have tax consequences in the jurisdiction where they reside, which are not described in this circular. Accordingly, such holders should consult their own tax advisors about the specific tax consequences in the jurisdiction where they reside of acquiring, holding and disposing of Rights or Common Shares or Warrants.

What is the Additional Subscription Privilege and how can you exercise this privilege?

Registered holders of Rights

If you exercise all of your Rights under the Basic Subscription Privilege, you may subscribe for additional Units that have not been subscribed and paid for pursuant to the Basic Subscription Privilege (the "**Additional Units**") under the Additional Subscription Privilege.

If you wish to exercise the Additional Subscription Privilege, you must first exercise your Basic Subscription Privilege in full by completing Form 1 on the Rights Certificate for the maximum number of Units that you may subscribe for and also complete Form 2 on the Rights Certificate, specifying the number of Additional Units desired. Send the purchase price for the Additional Units under the Additional Subscription Privilege with your Rights Certificate to the Rights Agent. The purchase price is payable in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc. These funds will be placed in a segregated account pending allocation of the Additional Units, with any excess funds being returned by mail without interest or deduction.

If the total number of Additional Units subscribed for by those who exercise their Additional Subscription Privilege is less than the number of available Additional Units, each such holder of Rights will be allotted the number of Additional Units subscribed for under the Additional Subscription Privilege.

If the total number of Additional Units subscribed for by those who exercise their Additional Subscription Privilege exceeds the number of available Additional Units, each such holder of Rights will be entitled to receive the number of Additional Units equal to the lesser of:

1. the number of Additional Units subscribed for by the holder under the Additional Subscription Privilege; and
2. the product (disregarding fractions) obtained by multiplying the aggregate number of Additional Units available through unexercised Rights by a fraction, the numerator of which is the number of Rights previously exercised by the holder and the denominator of which is the total number of Rights previously exercised by all holders of Rights who have subscribed for Additional Units under the Additional Subscription Privilege.

As soon as practicable after the Expiry Date, the Rights Agent will mail to each holder of Rights who completed Form 2 on the Rights Certificate, certificates for the Common Shares and Warrants comprised in the Additional Units which that holder has purchased and will return to the holder any excess funds paid for the subscription of Additional Units by such holder under the Additional Subscription Privilege, without interest or deduction.

Beneficial holders of Rights

If you are a beneficial holder of Rights through a Participant in CDS and you wish to exercise your Additional Subscription Privilege, you must deliver your payment and instructions to the Participant sufficiently in advance of the Expiry Time to allow the Participant to properly exercise the Additional Subscription Privilege on your behalf.

How does a Rights holder sell or transfer Rights?

Registered holders of Rights

The Rights will trade on TSXV under the trading symbol "JP.RT" until 12:00 p.m. (Toronto time) on January 17, 2017. If you do not wish to exercise your Rights, you may sell or transfer them directly or through your stockbroker or investment dealer at your expense, subject to any applicable resale restrictions. See "*How to exercise the Rights – Are there restrictions on the resale of securities?*" You may elect to exercise a part only of your Rights and dispose of the remainder, or dispose of all your Rights. Any commission or other fee payable in connection with the exercise or any trade of Rights (other than the fee for services to be performed by the Rights Agent as described in this circular) is the responsibility of the holder of such Rights. Depending on the number of Rights a holder may wish to sell, the commission payable in connection with a sale of Rights could exceed the proceeds received from such sale.

Additional Rights may also be purchased through a stockbroker or investment dealer by a shareholder of the Company.

Eligible Holders of Rights in Canada with Rights Certificates in registered form may, instead of exercising their Rights to subscribe for Units, sell or transfer their Rights to any person in Canada (a "**transferee**") by completing Form 3 on the Rights Certificate and delivering the Rights Certificate to the transferee.

If you wish to transfer your Rights [other than through the facilities of the TSXV], complete Form 3 (the "**Transfer Form**") on the Rights Certificate, have the signature guaranteed by an "eligible institution" to the satisfaction of the Rights Agent and deliver the Rights Certificate to the transferee. For this purpose, eligible institution means a Canadian Schedule 1 chartered bank, a major trust company in Canada, a member of the Securities Transfer Agents Medallion Program (STAMP), or a member of the Stock Exchange Medallion Program (SEMP). Members of these programs are usually members of a recognized stock exchange in Canada or members of the Investment Industry Regulatory Organization of Canada.

It is not necessary for a transferee Rights to obtain a new Rights Certificate to exercise the Rights or the Additional Subscription Privilege, but the signature of the transferee on Forms 1 and 2 must correspond in every particular with the name of the transferee shown on the Transfer Form. If the Transfer Form is properly completed, the Company and the Rights Agent will treat the transferee as the absolute owner of the Rights Certificate for all purposes and will not be affected by notice to the

contrary. A Rights Certificate so completed should be delivered to the transferee in ample time for the transferee to use it before the Expiry Time.

Beneficial holders of Rights

If you hold Common Shares through a Participant, you must arrange for the exercise, transfer or purchase of Rights through that Participant.

When can you trade securities issuable upon the exercise of your Rights?

The Common Shares issuable upon the exercise of your Rights will be listed on the TSXV under the trading symbol "JP" and will be available for trading following the Expiry Date. If the Warrants issuable on exercise of the Rights are listed on the TSXV, they will be available for trading following the Expiry Date. The Warrants must meet the TSXV's public distribution requirement to be allowed to trade on the TSXV.

Are there restrictions on the resale of securities?

Rights, the Common Shares and Warrants issuable upon exercise of such Rights, and the Common Shares issuable on exercise of the Warrants, each distributed to shareholders and Warrantholders in the Eligible Jurisdictions may be resold without hold period restrictions under the applicable securities laws of the Eligible Jurisdictions provided that: (i) the sale is not by a "control person" of the Company; (ii) no unusual effort is made to prepare the market or create a demand for the securities being resold; (iii) no extraordinary commission or consideration is paid to a person or company in respect of the resale; and (iv) if the selling security holder is an insider or officer of the Company, the selling security holder has no reasonable grounds to believe that the Company is in default of securities legislation.

The Rights and the Common Shares and Warrants issuable on exercise of the Rights, and the Common Shares issuable on exercise of the Warrants, have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States. Accordingly, unless the holder is an Approved Ineligible Holder, the Rights and Common Shares and Warrants issuable upon exercise of the Rights may not be offered, sold, pledged or transferred, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person. "United States" and "U.S. person" are as defined in Regulation S under the U.S. Securities Act. See *"Notice to Shareholders in the United States"*.

Each holder is urged to consult their professional advisor to determine the exact conditions and restrictions applicable to the right to trade in securities.

Will we issue fractional underlying securities upon exercise of the Rights?

No, the Company will not be issuing fractional Common Shares and Warrants upon the exercise of Rights. One Right entitles the holder to acquire one Common Share and one Warrant. Where the exercise of Rights would otherwise entitle a holder to receive fractional Common Shares and Warrants, the holder's entitlement will be rounded down to the next lowest whole number of Common Shares and Warrants. The Company will not be obligated to refund any subscription funds received in respect of a fractional Common Share or Warrant.

APPOINTMENT OF RIGHTS AGENT

Who is the Rights Agent?

Computershare Investor Services Inc. is the Rights Agent for Offering. The Rights Agent has been appointed to receive subscriptions and payments from holders of Rights and to perform the services relating to the exercise and transfer of the Rights.

What happens if we do not receive funds from the Stand-By Guarantors?

If we do not receive funds from one or more of the Stand-By Guarantors when they are obligated to perform their commitment, we will still complete the Offering and issue Units to those holders who have exercised their Basic Subscription Privilege and, if applicable, their Additional Subscription Privilege, and the Stand-By Guarantors who have performed their commitment. The Stand-by Guarantors will have the right to acquire more Units, on a *pro rata* basis, to provide the funds not provided by Stand-by Guarantor(s) who didn't perform their commitment.

ADDITIONAL INFORMATION

Where can you find more information about the Company?

You can find more information about the Company on SEDAR at www.sedar.com in the Company's continuous disclosure documents. You can also find additional information about us at <http://www.jackpotdigital.com>.

MATERIAL FACTS AND MATERIAL CHANGES

There is no material fact or material change about the Company that has not been generally disclosed.