



Form 51-102F1

**JACKPOT DIGITAL INC.**

**Management's Discussion & Analysis  
Condensed Interim Unaudited Financial Statements  
for the six months ended June 30, 2015**

*The following discussion and analysis of the financial condition and financial position and results of the operations of Jackpot Digital Inc. (formerly Las Vegas From Home.com Entertainment Inc.) (the "Company" or "Jackpot") for the six months ended June 30, 2015 should be read in conjunction with the condensed interim unaudited financial statements and notes thereto for the six months ended June 30, 2015 and 2014 and the annual audited consolidated financial statements and notes thereto for the years ended December 31, 2014 and 2013. The condensed interim unaudited financial statements and notes thereto for the six months ended June 30, 2015 and 2014 have not been reviewed by the Company's Auditor.*

*The condensed interim unaudited financial statements, including comparatives, have been prepared in accordance with International Financing Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's condensed financial statements are expressed in Canadian (CDN) Dollars which is the Company's functional currency. All amounts in this MD&A are in CDN dollars unless otherwise stated.*

**The following information is prepared as at August 31, 2015.**

**Forward-Looking Statements**

Certain statements contained herein are "forward-looking" and are based on the opinions and estimates of management, or on opinions and estimates provided to and accepted by management. 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. Readers are therefore cautioned not to place reliance on any forward-looking statement.

**Overview**

Effective July 18, 2015, the Company's name has been changed to Jackpot Digital Inc. The Company is a developer and provider of electronic table games, and is also a software developer and provider for online and mobile gaming platforms. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "JP. Furthermore, the Company's common shares trade in Germany on both the Frankfurt and Berlin Exchanges under the trading symbol "LVH", and are quoted in the USA on the OTC Pink tier of the OTC markets under the trading symbol "JPOTF".

The Company's office is located at Suite 300 – 570 Granville Street, Vancouver, British Columbia, Canada, V6C 3P1 and its registered office is at 1055 West Georgia Street, Suite 1500, PO Box 11117 Royal Centre, Vancouver, British Columbia, Canada, V6E 4N7.

The Company's Registrar and Transfer Agent is Computershare Investor Services Inc. located at 510 Burrard Street, Vancouver, BC, Canada, V6C 3B9.

The Company is a reporting issuer in the Provinces of British Columbia and Alberta and files all public documents on [www.sedar.com](http://www.sedar.com).

## **Results of Operations**

The Company is continually enhancing and upgrading the Company’s gaming software in order to enable the Company to increase its revenues.

Jackpot completed and deployed its HTML5 mobile game suite to Carnival Corporation’s cruise ships through its agreement with PokerTek Inc. (now Everi Holdings Inc.). Carnival Corporation (Carnival) completed their pilot with Jackpot’s mobile game suite in December 2014, and has since expanded the offering to a total of five ships as of the date of this MD&A. Carnival continues to deploy the mobile game suite to ships under the Carnival and Princess brands, as well as other cruise lines owned by Carnival Corporation. As part of the agreement, Jackpot will share revenue earned from the software. Jackpot intends to enhance and provide additional gaming content for Carnival in the foreseeable future.

Starting in the fourth quarter of 2013, Jackpot started development of its HTML5 mobile game suite, allowing users to play directly on the web browser of smart phones and tablets. Texas Hold’em and popular casino table games were completed by the end of the first quarter of 2014. Sixteen slot games were completed by end of the second quarter based on a combination of existing game assets and game assets purchased from BaddaMedia Inc. of Vancouver, BC (“BaddaMedia”). In Q3 2014, Texas Hold’em Tournaments were implemented in addition to several integrations that extended the functionality of the Jackpot Gaming Platform. In Q4 2014, Jackpot completed additional games including Baccarat and key Texas Hold’em enhancements to allow for more advanced and compelling tournament game play. Furthermore, Jackpot expects to expand its product line with the introduction of online sports wagering as well as Fantasy sports.

During 2012, Jackpot launched its social casino product, **Real Vegas Casino**, on Facebook to the general public. **Real Vegas Casino** is a social casino product that provides players with a wide range of social features combined with a comprehensive selection of high quality casino games. Players can try out the games for free and purchase virtual currency in the form of Facebook Credits to extend and enhance their game play enjoyment. Despite very minimal marketing expenditures, the Company’s **Real Vegas Casino** has been installed and has been used by approximately 1,012,000 players as of the date of this MD&A. The games are available in five languages namely English, Spanish, Traditional Chinese, Simplified Chinese and Russian. To view the social game application, please log in to the Facebook platform and visit <https://apps.facebook.com/realvegascasino/>. **Real Vegas Casino** is also available on Android phones and tablets through the Google Play Store.

At the Annual General Meeting of the Company’s shareholders which was held on November 25, 2014 in Vancouver, BC, the shareholders received the Audited Consolidated Financial Statements for the fiscal year ended December 31, 2013 and the Auditor’s report thereon; fixed the number of Directors for the ensuing year at four; elected Bedo H. Kalpakian, Jacob H. Kalpakian, Neil Spellman and Gregory T. McFarlane as Directors of the Company; re-appointed the Company’s Auditor, Smythe Ratcliffe LLP, Chartered Accountants, for the ensuing year and authorized the Directors to fix the remuneration to be paid to the Auditor; approved and adopted the Company’s new rolling Stock Option Plan; and approved and adopted Amendments to the Company’s Articles to implement Advance Notice Provisions.

As of June 30, 2015, the Company’s operations employed 16 people (June 30, 2014: 15) consisting of staff and management.

During the year ended December 31, 2013, the Company entered into a joint venture agreement (the “Agreement”) with Viral Network Inc. (“Viral”) in order to develop a software product that can be utilized for use in the social media sphere (the “JV Software Product”). Upon the completion of the JV Software Product, the JV Software Product shall be equally owned by the Company and Viral. In fiscal 2013, the Company issued 1,500,000 common shares in the capital of the Company to Viral fair

valued at \$112,500, which was recorded as consulting fees in the condensed statement of comprehensive loss. The Company is obligated to issue an additional 1,500,000 common shares in the capital of the Company to Viral after twelve months from the date when the JV Software Product commences generating its first revenue. To date no revenues have been generated as the development of the JV Software Product has not been completed.

During 2014, the Company entered into an Advisory Agreement with Kingsdale Capital Markets Inc. of Toronto, Ontario ("Kingsdale"). Under the Agreement, Kingsdale acted as the Company's strategic market advisor on a non-exclusive basis for a period of twelve months. The cash remuneration payable to Kingsdale is \$120,000 plus applicable taxes (paid). In addition, the Company has issued to Kingsdale 1,500,000 common shares (in stages) of which 750,000 common shares were issued during 2014 (fair valued at \$58,125) and the other 750,000 during 2015 (fair valued at \$45,000) and 1,500,000 compensation warrants (fair valued at \$142,767) exercisable into one common share of the Company at \$0.105 per common share for a period of three years.

During 2014, the Company entered into an Asset Purchase Agreement with BaddaMedia whereby the Company purchased from BaddaMedia a copy of certain assets related to online slot machine games that have been developed by BaddaMedia. As consideration for the purchase, the Company issued to BaddaMedia 229,167 common shares (fair valued at \$20,625) in the capital of the Company. The software acquired has been an integral part of the Company's online slot software.

The Company's Derby Draft fantasy sports site (previously Derby Tournaments) was launched on June 19, 2015 for play money operations, and August 3, 2015 for real money operations. Derby Draft is a horse racing contest website and mobile app, where players select real horses and compete with other players around the world. The Company partnered with The Woodham Group Inc. ("Woodham") on July 13, 2015, to assist with the marketing and operations of the site. Woodham is a strategic management company with a focus on horse racing and other gaming related businesses, the principals of which have been licensed and/or approved in many North American horse racing and gaming jurisdictions. With the Woodham partnership, the Company expects to grow the Derby Draft player base and revenue moving forward.

The Company is presently not a party to any legal proceedings whatsoever.

#### ***Transaction with MultiMedia Games, Inc. ("MultiMedia")***

On June 30, 2015 the Company entered into an Asset Purchase Agreement with Multimedia whereby the Company agreed to purchase from MultiMedia the assets of the PokerTek business unit of Multimedia, including domain names, inventory, marketing materials, patents, software, trade dress, trademarks, and the assignment to the Company of all licensing contracts with third parties related to the Pokertek business. On July 31, 2015 and August 6, 2015, the Company and MultiMedia entered into amendment agreements (collectively referred to as the "APA") which essentially amended the upfront payment due to MultiMedia from US \$2,250,000 to US \$2,000,000 and extended the closing date of the transaction.

Pursuant to the APA, on August 10, 2015 the Company closed the transaction with MultiMedia which consists of a cash component, and a share purchase warrant component. The cash component is US \$5,400,000 of which US \$2,000,000 was paid to MultiMedia on the closing of the transaction, and the balance is payable to MultiMedia through an earn-out formula which may increase the consideration payable up to US \$7,500,000. The Company has also issued to MultiMedia 7,500,000 share purchase warrants exercisable at 20 cents per common share for a period of 5 years which represents the share purchase warrant component of the transaction.

On August 4, 2015, the Company issued two non-convertible secured debentures ("Debentures") for an aggregate principal amount of US\$2,500,000, of which the principal amount of US \$2,250,000 was advanced to the Company by 87 Capital Corporation ("87 Capital"), an arm's length party, and the principal amount of US\$250,000 was advanced to the Company by 30 Rock Management Inc. ("30 Rock"), a corporation owned by the Company's President & CEO (collectively referred to as the "Debentureholders"). The Company has issued the Debentureholders an aggregate of 7,500,000 bonus warrants, each bonus warrant entitling the Debentureholders to purchase one common share at a price of \$0.20 per share for a period of five years. Of the US \$2,500,000 that was raised under the Debentures, the amount of US \$2,000,000 was used for the initial payment to MultiMedia in respect to the acquisition of the PokerTek Business Unit of Multimedia, and the amount of US \$500,000 will be utilized for the Company's general working capital.

The principal terms of the Debentures are as follows:

- the Company has the right to prepay all or part of the outstanding principal amounts of the Debentures together with accrued interest at any time, without any penalty, prior to the maturity date.
- from time-to-time, as prepayment of the principal amount and accrued interest owing under the Debentures, the Company will pay the Debentureholders approximately 37% of the net proceeds received by the Company from the issuance of any equity securities of the Company.
- the Debentures are secured by a charge over all of the Company's assets.
- the Debentures will mature three years from the date of issue and will bear interest at the rate of 10% per annum payable on a quarterly basis.
- the Company will pay 87 Capital 45% of the net revenues from the Company's electronic table business unit (the "87 Capital Royalty") for a period of 5 years (the "Royalty Term"), and the Company will pay 30 Rock 5% of the Net Revenues from the Company's electronic table business unit (the "30 Rock Royalty") during the Royalty Term. The Company's electronic table business unit consists of the assets acquired from MultiMedia under the APA. The Company's electronic table business unit does not include the Company's wireless products.
- in the event that the Company prepays the entire principal amount of the Debentures together with accrued interest at any time up to the first anniversary of the date of issue of the Debentures, the Company will have the right to pay 87 Capital the sum of US \$900,000 so that the amount of the 87 Capital Royalty will be capped at US \$5,400,000 (the "Capped 87 Capital Royalty"), and the Company will have the right to pay 30 Rock the sum of US \$100,000 so that the amount of the 30 Rock Royalty will be capped at US \$600,000 (the "Capped 30 Rock Royalty"). In such an event the Capped 87 Capital Royalty shall be payable as follows: 45% of the Net Revenues from the Company's electronic table business unit during the first year of the debenture and thereafter, 6.75% of the Net Revenues from the Company's electronic table business unit until the date that 87 Capital has been paid an aggregate of US \$5,400,000 and, the Capped 30 Rock Royalty shall be paid as follows: 5% of the Net Revenues from the Company's electronic table business unit during the first year of the debenture and thereafter, 0.75% of the Net Revenues from the Company's electronic table business unit until the date that 30 Rock has been paid an aggregate of US \$600,000.
- within a period of 30 days from the date of issuance of the Debentures, the Company will have the right to prepay the entire principal amount and accrued interest plus an additional US \$250,000 to the Debentureholders. In such an event the exercise price of the 7,500,000 bonus warrants issued to the Debentureholders will be repriced to an exercise price of \$0.05

cents per common share, and the total Royalties payable to the Debentureholders will be reduced to 2% of the Net Revenues received from the Company's electronic table business unit for the balance of the Royalty Term.

### **Revenues**

For the six months ended June 30, 2015, the Company has recorded sales revenues of \$28,089 (June 30, 2014: \$7,781) and licensing revenues of \$25,303 (June 30, 2014: \$11,063).

### **Expenses**

For the six months ended June 30, 2015, operating expenses were \$1,261,829 as compared to \$1,476,986 for the six months ended June 30, 2014. The reduction in operating expenses during the six months ended June 30, 2015 was mainly due to the decrease in Consulting fees.

### **Net Loss and Comprehensive Loss**

During the six months ended June 30, 2015, the Company had a net loss and comprehensive loss of \$1,208,437 or \$0.01 per share (weighted average) as compared to \$1,458,142 or \$0.01 per share (weighted average) in the same period of 2014. During the six months ended June 30, 2015, the Company's weighted average number of common shares was 143,525,342 as compared to 112,806,485 for the same six months period in 2014.

### **Liquidity and Capital Resources**

The Company intends to seek equity and/or debt financings through private placements and/or public offerings and/or loans. In the past, the Company has been successful in securing equity and debt financings in order to conduct its operations uninterruptedly. While the Company does not give any assurances whatsoever that in the future it will continue being successful in securing equity and/or debt financings in order to conduct its operations uninterruptedly, it is the Company's intention to pursue these methods for future funding of the Company.

As at June 30, 2015, the Company's total assets were \$409,670 as compared to \$805,097 for the corresponding period in 2014 (December 31, 2014: \$220,371). The Company's total liabilities were \$380,926 as compared to \$234,453 for the corresponding period in 2014 (December 31, 2014: \$362,706). The Company has not paid any dividends and does not plan to pay any dividends in the future.

As at June 30, 2015, the Company had:

- Cash and cash equivalents of \$134,484 as compared to \$629,345 at June 30, 2014.
- Accounts receivable of \$34,788 as compared to \$39,977 at June 30, 2014.
- Equipment of \$31,462 as compared to \$33,123 at June 30, 2014.
- Due from related parties of \$158,123 as compared to \$57,714 at June 30, 2014.
- Prepaid expenses and deposits of \$35,000 as compared to \$25,000 at June 30, 2014.
- Intangible assets of \$15,813 as compared to \$19,938 at June 30, 2014.

### **Operating Activities**

During the six months ended June 30, 2015, the Company used \$1,004,622 of cash in operating activities as compared to \$1,605,751 of cash in operating activities in the corresponding period of 2014.

### **Financing Activities**

During the six months ended June 30, 2015, the Company received \$1,142,800 cash from financing activities as compared to \$1,954,587 cash received from financing activities in the corresponding period of 2014.

### **Investing Activities**

During the six months ended June 30, 2015, the Company used \$6,747 cash to purchase equipment as compared to \$1,988 cash used for purchasing equipment during the corresponding period in 2014.

### **Capitalization**

In order for the Company to increase its revenues, the Company must dedicate more resources to marketing and promotion of the Company's products and services.

During the six months ended June 30, 2015, the Company has incurred a net loss and comprehensive loss of \$1,208,437 (June 30, 2014: \$1,458,142), has limited revenues and resources, and has no assurances that sufficient funding will be available to continue operations for an extended period of time.

During the year ended December 31, 2014, the following share transactions occurred:

On January 30, 2014, the Company closed a non-brokered private placement financing and issued an aggregate 14,375,000 units of the Company's securities at \$0.08 per unit for gross proceeds of \$1,150,000. Each unit consists of one common share and one share purchase warrant exercisable at a price of \$0.10 per share up to January 30, 2016. In connection with this closing, the Company paid as finder's fee \$10,000 cash, issued 125,000 broker warrants fair valued at \$9,983 and issued 1,142,500 units fair valued at \$91,400 to three arm's length parties. Each broker warrant is exercisable at \$0.10 for a period of two years from the grant date. Each unit consists of one common share and one common share purchase warrant, exercisable at \$0.10 for a period of two years from the grant date. All the securities issued were subject to a hold period of four months and a day from the issuance date.

On March 25, 2014, the Company closed a non-brokered private placement financing and issued an aggregate 15,000,000 units of the Company's securities at \$0.08 per unit for gross proceeds of \$1,200,000. Each unit consists of one common share and one share purchase warrant exercisable at a price of \$0.10 up to March 25, 2016. In connection with the private placement, the Company has paid as finder's fees \$102,400 cash, issued 1,280,000 compound warrants fair valued at \$278,437, and 98,250 units fair valued at \$7,860 to arm's length parties and the Company has incurred share issue cost of \$500. Each compound warrant is exercisable at \$0.08 per unit for two years. Each unit comprises one common share and one share purchase warrant exercisable at \$0.10 for two years. All the securities issued were subject to a hold period of four months and a day from the issuance date. In respect to this non-brokered private placement financing, a total of 1,217,500 units were subscribed by a private company which is owned by two directors of the Company. All the securities were subject to a hold period that expired four months and a day after issuance date.

On May 6, 2014, the Company issued a total of 229,167 common shares fair valued at \$20,625 in respect to the asset purchase agreement, which was entered into by the Company with BaddaMedia.

On May 6, 2014, the Company issued 375,000 common shares fair valued at \$37,500 in respect to the Advisory Agreement (the "Agreement") entered into with Kingsdale Capital Markets Inc. ("Kingsdale"). Under the Agreement, the Company has agreed to issue in stages a total of 1,500,000

common shares and 1,500,000 compensation warrants to Kingsdale fair valued at \$142,767. Each compensation warrant will have a three year expiry term and will be exercisable into one common share at \$0.105. On October 22, 2014, the Company issued 375,000 common shares fair valued at \$20,625 to Kingsdale pursuant to the Agreement.

An aggregate of 5,290,000 common shares were issued in connection with the exercise of 5,125,000 share purchase warrants at \$0.075 per share and 165,000 compound warrants at \$0.05 per share for total proceeds to the Company of \$392,625

During the six months ended June 30, 2015, the following share transactions occurred:

On February 27, 2015 and March 3, 2015, the Company issued an aggregate of 12,471,429 units of the Company's securities at \$0.035 per unit for total gross proceeds to the Company of \$436,500 pursuant to the discretionary relief non-brokered private placement financing which was announced on February 25, 2015. Each Unit consists of one common share in the capital of the Company and one share purchase warrant, each warrant will entitle the holder to purchase one common share of the Company at a price of \$0.10 per common share for a period of two years from Closing. The first tranche closing consisted of 8,500,000 units and the second tranche closing consisted of 3,971,429 units. All securities issued were subject to a hold period which expired on June 28, 2015 as to the first tranche and on July 4, 2015 as to the second tranche. The Company has paid finder's fees totaling \$2,275 to arm's length third parties.

On March 9, 2015 the Company closed the last and final tranche of the discretionary relief non-brokered private placement financing by issuing an aggregate of 2,715,000 units at \$0.035 per unit for total gross proceeds to the Company of \$95,025. Each Unit consists of one common share in the capital of the Company and one share purchase warrant, each warrant will entitle the holder to purchase one common share of the Company at a price of \$0.10 per common share for a period of two years from Closing. All securities issued were subject to a hold period which expired on July 10, 2015.

On April 17, 2015, the Company closed a non-brokered private placement financing and issued 11,500,000 Units of the Company at the price of \$0.05 per Unit for total gross proceeds to the Company of \$575,000. Each Unit consists of one common share in the capital of the Company and one share purchase warrant, each warrant entitles the holder to purchase one common share of the Company at a price of \$0.10 per common share for a period of two years from Closing. The Company has paid finder's fees totaling \$11,450 in cash, 170,000 common shares and 399,000 share purchase warrants to arm's length third parties. All securities issued were subject to a hold period which expired on August 18, 2015. In respect to this non-brokered private placement financing, a total of 1,000,000 units were subscribed by a private company which is owned by two directors of the Company.

On April 23, 2015, the Company issued the remaining 750,000 common shares to Kingsdale pursuant to the Agreement.

### **Warrants**

There were no warrants exercised during the six months ended June 30, 2015.

During the year ended December 31, 2014, a total of 5,125,000 warrants at \$0.075 per share were exercised for total proceeds to the Company of \$384,375. In addition, 165,000 compound warrants at \$0.05 per share were exercised for total proceeds to the Company of \$8,250.

Should any warrants be exercised by any party, then any funds received by the Company shall be used for general working capital purposes. However, there are no assurances whatsoever that any warrants will be exercised.

**Stock Options**

On April 14, 2015, the TSX.V accepted the Company’s new rolling stock option plan whereby a maximum of 10% of the issued shares of the Company will be reserved for issuance under the plan (“New 10% Rolling Stock Option Plan”). The New 10% Rolling Stock Option Plan received shareholder approval at the Company’s 2014 Annual General Meeting of its Shareholders which was held on November 25, 2014. All previously granted and outstanding stock options under the Company’s Amended 2004 Stock Option Plan shall be governed by the provisions of the New 10% Rolling Stock Option Plan. Pursuant to the Company’s New 10% Rolling Stock Option Plan the Company grants stock options to employees, directors, officers and consultants. As at June 30, 2015, there were 2,398,905 stock options available for granting (June 30, 2014: 203,512) under the New 10% Rolling Stock Option Plan.

As at June 30, 2015, there were 13,200,750 stock options outstanding with a weighted average exercise price of \$0.06 per share (2014: there were 1,119,500 stock options outstanding with a weighted average exercise price of \$0.12 per share).

Should any outstanding stock options be exercised by any party, then any funds received by the Company shall be used for general working capital purposes. However, there are no assurances whatsoever that any stock options will be exercised.

**Non-Convertible Secured Debentures 2015**

On August 4, 2015, the Company issued two non-convertible secured debentures (“Debentures”) for an aggregate principal amount of US\$2,500,000, of which the principal amount of US \$2,250,000 was advanced to the Company by 87 Capital Corporation (“87 Capital”), an arm’s length party, and the principal amount of US\$250,000 was advanced to the Company by 30 Rock Management Inc. (“30 Rock”), a corporation owned by the Company’s President & CEO (collectively referred to as the “Debentureholders”). The Company has agreed to issue the Debentureholders an aggregate of 7,500,000 bonus warrants, each bonus warrant entitling the Debentureholder to purchase one common share at a price of \$0.20 per share for a period of five years. Of the US \$2,500,000 that was raised under the Debentures, the amount of US \$2,000,000 was used for the initial payment to MultiMedia in respect to the acquisition of the PokerTek Business Unit of Multimedia, and the amount of US \$500,000 will be utilized for the Company’s general working capital. For details of the principal terms of the Debentures, please refer to Results of Operations in this MD&A.

**Summary of Quarterly Results**

The following are the results for the eight most recent quarterly periods, starting with the three month quarterly period ended June 30, 2015:

For the Quarterly Periods ended		June 30, 2015	March 31, 2015	December 31, 2014	September 30, 2014
Total Revenues	\$	43,592	9,800	11,075	3,952
Net loss and comprehensive loss for the period	\$	(687,537)	(520,900)	(644,055)	(583,592)
Basic and diluted loss per common share	\$	(0.00)	(0.00)	(0.01)	(0.00)



<b>For the Quarterly Periods ended</b>		<b>June 30, 2014</b>	<b>March 31, 2014</b>	<b>December 31, 2013</b>	<b>September 30, 2013</b>
Total Revenues	\$	10,525	8,319	1,482	3,190
Net loss and comprehensive loss for the period	\$	(793,105)	(665,037)	(947,806)	(474,588)
Basic and diluted loss per common share	\$	(0.01)	(0.01)	(0.01)	(0.01)

**Second Quarterly Results (June 30, 2015)**

During the three months [second quarter] period ended June 30, 2015:

- The Company had a net loss and comprehensive loss of \$687,537 or \$0.00 per share as compared to \$793,105 or \$0.01 per share in the same three months [second quarter] period of 2014.
- The Company’s total revenues were \$43,592 as compared to \$10,525 in the same three months [second quarter] period of 2014.
- The Company’s total operating expenses were \$731,129 as compared to \$803,630 in the same three months [second quarter] period of 2014. The decline in operating expenses during the three months ended June 30, 2015 was mainly due to the decrease in Consulting fees.

**Risks related to our Business**

The Company, and the Securities of the Company, should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company’s Securities:

***General legislative risk***

Although management believes that the revenues generated from the Company’s gaming products represent lawful business, there is the risk that the legality may be challenged by Canadian or other legal authorities. If the legality is challenged by any legal authority and the challenge is sustained, it may have a material adverse impact on the financial affairs of the Company.

***Competition***

The marketplace for the Company’s gaming products are constantly undergoing changes, is intensely competitive and is subject to changes in customer preferences. The Company’s products and services compete against those of other companies that have greater financial, marketing, technical and other resources than those of the Company.

***Internet and system infrastructure viability***

Any changes in the internet’s role as the premier computer network information service or any shutdown of internet services by significant internet service providers will have an adverse material impact on the Company’s ability to generate revenues. Furthermore, the Company

can be severely and adversely affected from power failures, internet slowdowns or failures, software slowdowns or failures or hackings.

***Reliance on key personnel***

The Company relies heavily on its employees, the loss of any of whom could have an adverse effect on the Company.

***Customer concentration***

The Company also relies on its licensees for the operation of the Company's gaming products, the loss of any of which could have an adverse effect on the affairs of the Company.

***Payment processing***

Changes in policies of companies, financial institutions or banks, that handle credit card transactions and/or other types of financial transactions for on-line gaming, can have an adverse impact on the business and financial affairs of the Company.

***Foreign exchange rates***

The profitability of the Company can be affected by fluctuations in the exchange rate of the US Dollar in relation to the Canadian Dollar.

***Share price volatility and liquidity***

The market price of the Company's common shares has experienced considerable volatility and may continue to fluctuate in the future. Factors such as the Company's quarterly and annual results, changes in existing legislation, new legislation, technological changes and general market conditions may adversely affect the market price of the Company's common shares. There is a limited trading market for the Company's common shares and the ability of investors to sell their shares or the price at which those shares may be sold cannot be assured.

***Growth management***

If the Company's gaming products gain traction in the market, rapid growth may occur which may result in certain strains on the Company.

***Dilution***

There are a number of outstanding securities and agreements pursuant to which common shares of the Company may be issued in the future. This would result in further dilution to the Company's shareholders.

***Revenues and Dividends***

While the Company currently generates insignificant revenues, the Company has not yet established a long term pattern of consistently generating meaningful revenues. The Company intends to retain its earnings in order to finance growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the future.

### ***Disruption in Trading***

Trading in the common shares of the Company may be halted or suspended or may be subject to cease trade orders at any time and for any reason, including, but not limited to, the failure by the Company to submit documents to the Regulatory Authorities within the required time periods.

### **Related Party Transactions**

The Company shares office space and certain expenses with 37 Capital Inc. (formerly High 5 Ventures Inc.) (“37 Capital”) and Green Arrow Resources Inc. (“Green Arrow”), companies related by certain common officers and directors.

The Company, together with 37 Capital and Green Arrow, have entered into an office lease agreement with an arm’s length party (the “Lease”). The Lease has a one year term with a commencement date of August 1, 2014. The office lease agreement has been extended for a period of one year until July 31, 2016. Under the Lease, the three companies are required to pay monthly basic rent of \$7,769 plus property and operating expenses. In respect to the Lease, the Company has paid a deposit in the amount of \$10,000.

37 Capital is related to the Company by virtue of the fact that 37 Capital’s CEO and CFO, namely Bedo H. Kalpakian, is the Chairman and CFO of the Company, and the Vice President of 37 Capital namely Jacob H. Kalpakian, is the CEO and President of the Company. Furthermore, Gregory T. McFarlane is a director of both the Company and 37 Capital.

Green Arrow is related to the Company by virtue of the fact that Green Arrow’s President and CEO namely Jacob H. Kalpakian, is the President and CEO of the Company. Furthermore, Bedo H. Kalpakian and Neil Spellman are directors of both the Company and Green Arrow.

Amounts payable to directors are for expenses incurred on behalf of the Company or for funds that have been lent to the Company and are payable on demand.

On July 1, 2010 the Company entered into an agreement for management services, as amended (the “Agreement”) with Kalpakian Bros. of B.C. Ltd. (“Kalpakian Bros.”), a private company owned by two directors of the Company. The Company is entitled to receive management services from Kalpakian Bros. at a monthly rate of \$33,000 plus applicable taxes. On July 1, 2015, the Agreement has been renewed for a term of five years. Kalpakian Bros. is also entitled to reimbursement for all traveling and other expenses incurred by it in connection with performing its services. If the Agreement is terminated by the Company other than for just cause, or is terminated by Kalpakian Bros. for good reason, then Kalpakian Bros. is entitled to be paid the annual remuneration for the unexpired term of the Agreement and is also entitled to immediate vesting of all unvested stock options. Kalpakian Bros. may terminate the Agreement on giving four months’ notice

Amounts due from (to) related parties are unsecured, due on demand without interest and consist of the following:

	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Entities with common directors	\$ 158,123	\$ 57,714
Key management personnel	-	-
	<b>\$ 158,123</b>	<b>\$ 57,714</b>

During the year ended December 31, 2012, the Company entered into two credit facilities with two directors, whereby the Company could have drawn-down up to \$170,000 from each of the two

facilities (\$340,000 in the aggregate) as and when needed by the Company. Amounts advanced under the facilities bore interest at 5% per annum and were due on demand. The Company drew down \$300,000 from these two credit facilities. On April 1, 2014, the Company repaid the principal amounts totaling \$300,000 plus \$28,027 accrued interest to the two directors.

The amounts due to related parties do not bear interest.

During the six months ended June 30, the Company completed the following related party transactions:

	2015	2014
Rent charged by entities with common directors	\$ -	\$ 35,815
Rent recovered from entities with common directors	\$ 29,254	\$ -
Office and other expenses recovered from entities with common directors	\$ 73,503	\$ 74,420
Interest charged on amounts due to related parties	\$ 135	\$ 3,699

During the six months ended June 30, 2015, the Company has paid management fees totalling \$198,000 to a company owned by two directors (June 30, 2014: \$198,000).

Effective as of May 1, 2012, the Company has entered into an Agreement for Office Support Services with Green Arrow, whereby Green Arrow is obligated to pay to the Company a monthly sum of \$5,000 plus applicable taxes for certain office support services that shall be provided by the Company. The Agreement expires April 30, 2016. The Agreement can be terminated by either party upon giving three months’ written notice.

From May 1, 2013 up to July 1, 2014, the Company was charged by Green Arrow the amount of \$6,268 per month for basic rent, operating costs and applicable taxes. Effective as of August 1, 2014, the Company pays the amount of \$7,769 per month for basic rent plus operating costs and applicable taxes to the Landlord, and charges 37 Capital and Green Arrow for their proportionate share.

Effective as of May 1, 2013, the Company has entered into an Agreement for Office Support Services with 37 Capital whereby 37 Capital is obligated to pay to the Company a monthly sum of \$7,000 plus applicable taxes for certain office support services that shall be provided by the Company. The Agreement expires April 30, 2016. The Agreement can be terminated by either party upon giving three months’ written notice.

In respect to the Non-Convertible Secured Debentures issued to 30 Rock Management Inc. (“30 Rock”), for further particulars, please see Results of Operations in this MD&A. The Company is related to 30 Rock by virtue of the fact that 30 Rock is owned by the President and CEO of the Company.

## **Financial Instruments and Risk Management**

### (a) Risk management overview

The Company’s activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Company’s exposure to each of the above risks, the Company’s objectives, policies and processes for measuring and managing risk, and the Company’s management of capital. The Company employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Company’s business objectives and risk tolerance levels. While the Board of Directors

has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

(b) Fair value of financial instruments

The fair values of cash and cash equivalents, accounts payable and accrued liabilities, trade accounts receivable, loan payable, due to related parties, deferred revenue, due from related parties and loans from related parties approximate their carrying values due to the short-term maturity of these instruments.

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. The levels of the fair value hierarchy are as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3: Inputs for assets or liabilities that are not based on observable market data.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents and due from related parties. The Company mitigates its exposure to credit loss associated with cash by placing its cash and cash equivalents in a major financial institution.

To reduce the credit risk of due from related parties, the Company regularly reviews the collectability of due from related parties to ensure there is no indication that these amounts will not be fully recoverable. As at June 30, 2015, allowance for doubtful accounts is \$nil (2014 - \$nil).

(d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when due.

At June 30, 2015, the Company has cash and cash equivalents of \$134,484 (June 30, 2014 - \$629,345) available to apply against short-term business requirements and current liabilities of \$346,323 (June 30, 2014 - \$234,253). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of June 30, 2015. Amounts due to related parties, loan payable and loans from related parties are due on demand.

(e) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

(i) Currency risk

The Company is exposed to foreign currency risk, as it holds cash denominated in US dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company is not exposed to significant currency risk on its financial instruments at year-end. The Company’s reported earnings include gains/losses on foreign exchange, largely reflecting revaluation of its foreign operations. The future foreign exchange gain or loss would change based on the level of foreign operating activities.

At June 30, 2015, the Company is exposed to currency risk for its US dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Held in US dollars (stated in Canadian dollars)	
	June 30, 2015	June 30, 2014
Cash	\$ 1,801	\$ 21,652
Financial assets	\$ 1,801	\$ 21,652

Based upon the above net exposure as at June 30, 2015 and assuming all other variables remain constant, a 9% depreciation or appreciation of the US dollar relative to the Canadian dollar would result in a nominal change in the Company’s condensed net loss and comprehensive loss.

(ii) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash and cash equivalents is at nominal interest rates and therefore the Company does not consider interest rate risk to be significant.

The interest rate on loan payable balance as at June 30, 2015 is fixed at 10%, as such, the Company is not exposed to interest rate risk.

(iii) Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

**Off-balance sheet arrangements**

The Company does not have any off-balance sheet arrangements.

**Significant Accounting Policies**

The Company’s condensed interim unaudited financial statements for the six months ended June 30, 2015 have been prepared in accordance with IFRS, as issued by the IASB.

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All of the Company’s significant accounting policies and estimates are included in Note 4 of the Company’s condensed interim unaudited financial statements for the six months ended June 30, 2015.

**Capital Stock**

Unlimited number of common shares without par value  
Unlimited number of preferred shares without par value

Outstanding Share Data	Number of Common Shares	Number of Preferred Shares	Exercise(\$) Price per common share	Expiry Dates
Issued and Outstanding as at August 31, 2015	155,996,550	Nil	N/A	N/A
Warrants as at August 31, 2015	3,125,000 3,460,000 7,100,000 797,500 8,570,000 10,149,000 14,010,000 4,150,000 100,800 4,801,000 15,240 1,748,385 15,642,500 15,098,250 1,500,000 8,500,000 3,971,429 2,715,000 11,899,000 6,750,000 750,000 7,500,000 <hr/> 132,353,104	Nil	\$0.16 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.105 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.10 \$0.20 \$0.20 \$0.20	October 10, 2016 June 26, 2017 July 10, 2017 July 17, 2017 July 24, 2017 August 9, 2017 Oct 3, 2017 Oct 22, 2017 Nov 5, 2015 Nov 5, 2017 Nov 18, 2015 Nov 17, 2017 January 30, 2016 March 25, 2016 May 6, 2017 February 27, 2017 March 3, 2017 March 9, 2017 April 17, 2017 August 4, 2020 August 4, 2020 August 10, 2020
Compound Warrant is a unit comprising of a common share and a warrant. Each Compound Warrant is exercisable at \$0.05. Each warrant is exercisable for a period of two years at \$0.075 in year 1 and at \$0.10 in year 2.	1,280,000 400,000 <hr/> 168,000 1,848,000	Nil	\$0.05 \$0.05 \$0.05	Oct 3, 2015 Oct 22, 2015 Nov 5, 2015
Compound Warrant is a unit comprising of a common share and a warrant. Each Compound Warrant is exercisable at \$0.065. Each	312,100 <u>154,838</u> 466,938	Nil	\$0.065 \$0.065	Nov 5, 2015 Nov 18, 2015

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warrant is exercisable for a period of two years at \$0.075 in year 1 and at \$0.10 in year 2.				
Compound Warrant is a unit comprising of a common share and a warrant. Each Compound Warrant is exercisable at \$0.08. Each warrant is exercisable for a period of two years at \$0.10 per share.	1,280,000	Nil	\$0.08	March 25, 2016
Stock Options as at August 31, 2015	3,750 200,000 192,000 100,000 75,000 100,000 <u>12,530,000</u> 13,200,750	Nil	\$0.80 \$0.10 \$0.10 \$0.10 \$0.12 \$0.11 \$0.06	January 3, 2016 August 8, 2016 August 26, 2016 January 16, 2016 April 2, 2016 May 5, 2016 May 14, 2018
Fully Diluted as at August 31, 2015	305,145,342	Nil		

**Director Approval**

The contents of this MD&A and the sending thereof to the Shareholders of the Company have been approved by the Company’s Board of Directors.

**Outlook**

The proliferation of mobile devices is dramatically changing the consumer habits as more players look to mobile consumption. Analysts expect mobile gambling to rise. Starting in 2013, Jackpot began the development of its own HTML5 mobile game suite, allowing users to play directly on the web browser of smart phones and tablets. Furthermore, Jackpot expects to expand its product line with the introduction of online sports wagering as well as Fantasy sports.

The Company is focused on transitioning the PokerTek business unit, which it acquired from MultiMedia, to its Vancouver location. The electronic tables will be modernized to attract new customers and produce more revenue through the development of key features. This includes features that provide synergy between the electronic tables and the Company’s wireless software, as well as side games that can be played simultaneously with poker during a player session. The modernized tables are expected to be deployed to current customers and new customers in early 2016.

Carnival Corp. currently has 55 cruise ships that operate PokerTek tables and five cruise ships that operate the Company’s wireless software.

With the acquisition of the assets of the PokerTek business unit of MultiMedia, coupled with the Company’s wireless products and the Company’s partnership with Woodham in regards to the Derby Draft fantasy sports site, Management of the Company is optimistic that the Company’s revenues shall increase significantly.