



Form 51-102F1

JACKPOT DIGITAL INC.

**Management's Discussion & Analysis
Condensed Consolidated Interim Unaudited Financial Statements
for the six months ended June 30, 2019**

The following discussion and analysis of the financial condition and financial position and results of operations of Jackpot Digital Inc. (the "Company" or "Jackpot") for the six months ended June 30, 2019 should be read in conjunction with the condensed consolidated interim unaudited financial statements and notes thereto for the six months ended June 30, 2019 and 2018 and the annual audited consolidated financial statements and notes thereto for the years ended December 31, 2018 and 2017. The condensed consolidated interim unaudited financial statements and notes thereto for the six months ended June 30, 2019 and 2018 have not been reviewed by the Company's Auditor.

These condensed consolidated interim financial statements are prepared in accordance with International Accounting Standard 34 Interim Financial Reporting using the accounting policies consistent with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The Company's condensed consolidated interim unaudited financial statements are expressed in Canadian (CDN) Dollars which is the Company's and its subsidiaries' functional currency. All amounts in this MD&A are in CDN dollars unless otherwise stated.

The following information is prepared as at August 19, 2019.

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 may include, among others, statements regarding future plans, costs, projections, objectives, economic performance, or the assumptions underlying any of the foregoing. In this MD&A, words such as "may", "would", "could", "will", "likely", "enable", "feel", "seek", "project", "predict", "potential", "should", "might", "hopeful", "objective", "believe", "expect", "propose", "anticipate", "intend", "plan", "estimate", "optimistic" and similar words are used to identify forward-looking statements. Forward-looking statements are subject to a variety of significant risks and uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied. Although management believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, projections and estimations, there can be no assurance that these assumptions, projections or estimations are accurate. Readers, shareholders and investors are therefore cautioned not to place reliance on any forward-looking statements in this MD&A as the plans, assumptions, intentions, estimations, projections, expectations or factors upon which they are based might vary or might not occur. The forward-looking statements contained in this MD&A are made as of the date of this MD&A, and are subject to change after such date. The Company undertakes no obligation to update or revise any forward-looking statements, except in accordance with applicable securities laws.

Overview

The principal business of Jackpot Digital Inc. (the "Company" or "Jackpot") is the developing, marketing and leasing of electronic table games to casino operators. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "JP" and on the OTCQB under the trading symbol "JPOTF". A certain number of the Company's warrants trade on the TSX-

V under the symbol “JP.WT”. The Company’s common shares are also listed for trading on the Frankfurt and Berlin Exchanges under the symbol “LVH2”.

Effective April 20, 2018, the Company consolidated its common shares on the basis of 10 pre-consolidation common shares to 1 post-consolidation common share. All the figures as to the number of common shares, stock options, warrants, prices of issued shares, exercise prices of stock options and warrants, as well as loss per share, in the consolidated financial statements are post-consolidation amounts and the prior year comparatives have been retroactively restated to present the post-consolidation amounts. The new CUSIP number of the Company’s common shares is 466391208 and the new CUSIP number of the Company’s listed for trading warrants is 466391133.

The financial statements of the Company’s wholly-owned subsidiaries, Jackpot Digital (NV), Inc. (incorporated in the USA), and Touche Capital Inc. (incorporated in British Columbia), and the Company’s partially-owned subsidiary 37 Capital Inc. (“37 Capital”), are included in the consolidated financial statements from the date that control commenced to the date of disposal or dissolution. On November 2, 2017, the Company obtained control of 37 Capital.

On December 19, 2017, as part of a contemplated transaction, Jackpot caused to incorporate a federally incorporated company “10545856 Canada Inc.”, which subsequently changed its name to “Electrium Mining Inc.” and “Electrium Blockchain Inc.” (collectively referred to as “Electrium”). On January 2, 2018, on behalf of Electrium, the Company entered into a letter of intent (“LOI”) with International Interactive Ventures Inc. of Ramat Gan Israel, and associated companies (“Seller Group”). This LOI was subsequently terminated. As of September 2018, Electrium cancelled all the previously issued Electrium shares to the Company, and as such, the Company is no longer related to Electrium.

The Company’s office is located at Suite 400 – 570 Granville Street, Vancouver, British Columbia, Canada, V6C 3P1 and the Company’s warehouse is located at 4664 Lougheed Hwy, Unit W030, Burnaby, British Columbia, Canada, V5C 5T5.

The Company’s registered office is at Suite 3200 - 650 West Georgia Street, Vancouver, BC V6B 4P7.

The Company’s audit committee consists of Messrs. Bedo H. Kalpakian (Chairman), Gregory McFarlane and Neil Spellman.

On May 1, 2019, Mr. Howard Blank joined the Company’s Board of Directors. And from May 1, 2019 up to June 13, 2019, Mr. Howard Blank was the Company’s Senior Vice President Corporate Development.

Effective as of July 15, 2019, Mr. Bedo H. Kalpakian stepped down as the Chairman and Chief Financial Officer of the Company but remains as a director of the Company until the next annual general meeting of the Company’s shareholders.

Effective as of July 15, 2019, Mr. Jake H. Kalpakian has been appointed as the Chairman of the Company in addition to being the President and the Chief Executive Officer of the Company, and, Mr. Neil Spellman has been appointed as the Chief Financial Officer of the Company.

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.

Results of Operations

During June 2019, the Company successfully installed the first Jackpot Blitz™ ETG in a land-based casino in the United States at Harrah’s Resort SoCal in Funnar, California.

During June and July 2019, the Company completed seven (7) new Jackpot Blitz installations aboard cruise ships in the Carnival Corporation fleet. During 2018, the Company entered into production of the Jackpot Blitz™ table for the regulated and non-regulated markets. As of the date of this MD&A, the Company has installed in land-based and cruise-ship casinos a total of 46 Jackpot Blitz™ ETGs.

During May 2019, the Company signed a Software License and Equipment Lease Agreement with Virgin Voyages. The Agreement outlines an order for one (1) of the Company’s Jackpot Blitz™ ETG platforms on Scarlet Lady, the first ship in the Virgin Voyages fleet. The Agreement also outlines financial terms for additional product installations contingent on the success of the first ETG after it is installed aboard Scarlet Lady.

As of the date of this MD&A, the Company has leased Jackpot Blitz™ ETG units which are active with cruise-ship casinos and land-based casinos in Canada and the United States. The Company has signed Letters of Intent, Trial Agreements, Software License and Equipment Lease Agreements, or purchase orders with more than five (5) casinos in , France, Costa Rica, Paraguay, and cruise ship casinos for installation of the Jackpot Blitz™ ETG. These Jackpot Blitz™ ETG units will be installed over the coming quarters once the relevant jurisdictional approvals are obtained for the Company and the Jackpot Blitz™ ETG. The Company continues to pursue new business opportunities in the regulated and non-regulated casino markets for Jackpot Blitz™.

During 2018, the Company signed Distribution Agreements with Mascot SFM (exclusive for France and Monaco) and Yellofin LLC (non-exclusive for USA) to distribute, market, and/or provide support services for the Jackpot Blitz™ ETG. These Distribution Agreements supplement to the Company’s agreement with R2 Gaming for sales and support for Jackpot Blitz™ in Canada.

In July 2018, the National Indian Gaming Commission (“NIGC”) issued a Game Classification Opinion stating that the Company’s Jackpot Blitz™ ETG with Texas Hold’em satisfies the requirements as a Class II Game. This allows Jackpot to pursue placements of the Jackpot Blitz™ ETG with an additional 75 tribal game operations across the United States.

During November 2018, the Company received the official notification and the Certification Document from Gaming Laboratories International (“GLI®”) that the Jackpot Blitz™ ETG platform is compliant with the requirements of GLI-24 and the National Indian Gaming Commission’s Class 2 Gaming Systems standard. Jackpot Blitz is also compliant with the applicable requirements from GLI-12, GLI-13, GLI-16 and GLI-21. This GLI certification verifies that Jackpot Blitz™ complies with regulatory standards for numerous gaming jurisdictions in North America and worldwide. This GLI approval also allows Jackpot Digital to pursue second phase product approvals with regulatory licensing jurisdictions which require their own proprietary product certification standards or internal lab testing.

During January 2019, the Company began the development of a second new electronic gaming product for a casino operator client. The agreement covering the development of this product includes an initial order of twenty-five (25) units to be installed in the client’s casinos once this new product has cleared the client’s internal testing process.

As of June 30, 2019, the Company’s operations employed 20 people (June 30, 2018: 22 people) consisting of staff and management. As of the date of this MD&A, the Company’s operations employ 22 people consisting of staff and management.

On December 12, 2018, at the Annual General Meeting of the Company’s shareholders which was held in Vancouver, BC, the shareholders received the Audited Consolidated Financial Statements for the fiscal year ended December 31, 2017 and the Independent Auditor’s report thereon; fixed the number of Directors for the ensuing year at five; elected Bedo H. Kalpakian, Jake H. Kalpakian, Neil Spellman, Gregory T. McFarlane and Alan Artunian as Directors of the Company; re-appointed the Company’s Independent Auditor, Smythe LLP, Chartered Professional Accountants, for the ensuing year and authorized the Directors to fix the remuneration to be paid to the Auditor and re-approved the Company’s 10% Rolling Stock Option Plan.

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

Electronic Table Games

The Company is focused on developing and expanding its electronic table games (“ETG”)s business which it acquired from Everi Holdings Inc. (“Everi”) in August 2015.

The Company’s warehouse is used for the purpose of storing, cleaning, assembling, refurbishing, manufacturing, testing, configuring, packing and shipping the Company’s ETGs. The Company has paid a security deposit of \$8,930 in respect to this Lease Agreement. Effective September 1, 2018, the Company expanded its existing warehouse facility by approximately 1,521 sq. feet until May 31, 2019 (the “Expanded Premises”). The Company entered into an Extension of Lease Agreement on January 24, 2019, extending the Company’s lease of 9,792 sq. feet until May 31, 2020. The Company pays basic rent of \$6,528 plus the operational cost and applicable taxes per month.

The Company categorizes its ETG customers in three markets: cruise ships, North American casinos and other markets.

Cruise Ships

- The cruise ship industry operates their casinos while they are in international waters, and therefore, they do not require their gaming equipment vendors to attain any form of gaming license or product approval.
- The Company typically leases ETGs on a monthly recurring basis to cruise ship companies.
- Carnival Corporation (“Carnival”) is the largest operator of the Company’s ETGs.
- During Q2, 2019 the Company signed a Software License and Equipment Lease Agreement with Virgin Voyages to be the second cruise line to offer the Jackpot Blitz™ ETG in their casino. It is anticipated that the first Jackpot Blitz™ ETG will go live on Virgin Voyages’ vessel Scarlet Lady in early 2020.
- The Company is in discussions with other cruise line entities to place Jackpot Blitz™ ETGs on their ships.

North American Casinos

- The North American casino industry is predominantly regulated at the state/provincial level as individual jurisdictions. Additionally, some states have native American tribal jurisdictions. Every jurisdiction approves the gaming equipment used in their casinos, usually in the form of a gaming license. Therefore, the Company must attain gaming licenses directly or through a distributor to expand its ETG business in North America.
- The Company currently holds approved gaming licenses and registrations in North America with the California Gambling Control Commission, the Arkansas Racing Commission, the Alcohol and Gaming Commission of Ontario, the Seminole Tribe of Florida, Rincon Tribal Gaming Commission and the Department of Justice and Public Safety, Gaming, Liquor and Security Licensing in New Brunswick. The Company has license applications underway with a number of State, Provincial, and Tribal gaming regulators across North America.

- The Company has signed Agreements and/or Letters of Intent with numerous entities in Canada and the United States which are contingent on the Company receiving license approvals by the relevant regulatory bodies.
- The Company currently has one (1) ETG active with one (1) casino in Canada, and one (1) ETG active with one (1) casino in the United States.
- The Company typically leases ETGs on a monthly recurring basis to North American casino customers.

Other Markets

- Markets outside cruise ships and North American casinos are considered on a case-by-case basis, depending on the revenue potential, practicality of deploying and supporting the Company’s ETGs in other continents, and other considerations.
- The Company may opt to lease or sell ETGs in other markets.
- The Company has signed Sales/Service and/or Distribution agreements with several entities, covering sales territories including France (exclusive), Europe (non-exclusive), and Asia (non-exclusive).
- The Company has sold three (3) Jackpot Blitz™ ETGs to casino operators in France, and anticipates that it will be delivering the third purchased Jackpot Blitz™ ETG to a French casino operator in Q3, 2019.

Research and Development

The Company is continuously developing new hardware and software components for the Jackpot Blitz™ ETG and other products in the development pipeline. During 2018, the Company incurred \$636,374 on salaries and benefits in respect to Research and Development. This cost was incurred primarily for the software development to develop new software features and improve the hardware (reduce cost and improve efficiency) on the Jackpot Blitz™ ETG.

During 2018, the Company’s R&D primarily focused on the hardware and software features required for obtaining GLI certification under requirements of GLI-24 and the National Indian Gaming Commission’s Class 2 Gaming Systems standard. The Company also focused on adding new game and back-end features to the Jackpot Blitz™ ETG, including blackjack, baccarat, and video poker minigames which can be played simultaneously with Texas Hold’em.

Loan Payable with Everi Holdings Inc. (formerly MultiMedia Games, Inc.) (“Everi”)

On June 30, 2015, the Company entered into an asset purchase agreement, as amended on July 31, 2015 and August 6, 2015 (the “Agreement”), with Everi whereby the Company purchased the assets of the PokerTek business unit of Everi, including gaming systems (parts and tables), software, patents and all the licensing contracts with third parties related to the PokerTek business unit (the “Transaction”).

The Company paid \$2,669,000, or US\$2,000,000, cash consideration and issued 750,000 warrants on the Closing Date. In 2016, the Company increased the payable to Everi by \$437,085 with a charge against profit or loss to recognize the change in total Cash Consideration payable to US\$7,500,000. In addition, during 2016, the Company paid Everi \$738,485, or US\$550,000, and during 2017, the Company paid Everi \$325,300, or US\$250,000.

On December 22, 2017, the Company entered into a debt settlement agreement with Everi whereby the Company and Everi agreed to settle the Company’s outstanding debt of US \$3,862,105 by making a payment to Everi of US\$1,762,105 on or before March 15, 2018, and by reducing the exercise price of the 750,000 warrants from \$2.00 per share purchase warrant to \$0.50 per share purchase warrant on or before January 22, 2018. The Company obtained the approval of the TSX-V for the reduction of the price of the share purchase warrants to \$0.50 per share purchase warrant

on January 19, 2018, however, the Company did not make the required payment to settle the outstanding debt by March 15, 2018.

On October 18, 2018, the Company entered into an amendment to the previously executed debt settlement agreement (the “New Debt Settlement Agreement”) with Everi. The New Debt Settlement Agreement has been accepted by the TSX-V. Pursuant to the New Debt Settlement Agreement, the Company’s outstanding debt to Everi in the amount of US \$3,805,355 has been reduced to US\$1,355,355 which shall bear simple interest at the rate of 8% per annum and which shall be payable eighteen months after the effective date of the New Debt Settlement Agreement. In consideration for the elimination and reduction of the debt by a total amount of US\$2,450,000 (\$3,229,590) the Company has granted to Everi 1,000,000 common share purchase warrants in the capital of the Company which are exercisable at the price of \$0.35 per common share for a period of two years, and the Company has issued to Everi as fully paid and non-assessable 2,276,225 common shares in the capital of the Company at a deemed price of \$0.20 per share. The Company recorded the settlement using the fair value of the equity instruments issued of \$551,258, and accordingly recognized a gain on debt settlement of \$2,678,332 during the year ended December 31, 2018.

As at June 30, 2019, the Company has a payable to Everi of \$1,824,527, (US\$1,394,152) (December 31, 2018 - \$1,862,484; US\$1,365,257).

Subsequent to the six months ended June 30, 2019, the Company entered into a Debt Settlement Agreement effective as of 24 July, 2019 (the “Agreement”) with Everi whereby the Company and Everi have agreed that the Principal Amount of US \$1,355,355.29 plus all accrued interest which was owed by the Company to Everi pursuant to previous Debt Settlement and Amendment Agreements have now been extinguished in their entirety, in consideration for the Company making an Initial Payment of US \$75,000 upon the execution of the Agreement which has already been paid by the Company, and a Final Payment of US \$200,000 to be made on or before September 30, 2019. In the event the Company fails to make the Final Payment of US \$200,000 to Everi on or before September 30, 2019, then the Principal Amount of US \$1,355,355.29 plus all accrued interest, less the Initial Payment of US \$75,000, shall become payable by the Company to Everi on April 18, 2020.

Lease Liabilities

Effective January 1, 2019, the Company adopted IFRS 16 *Leases*. Upon the transition to IFRS 16, the Company has recorded the ROU assets and the lease liabilities in respect to office and warehouse leases as described in Note 13 of the condensed consolidated interim financial statements.

Effective April 1, 2018, the Company entered into an agreement with an arm’s length party to lease a forklift (the “Forklift Lease Agreement”) for a term ending September 1, 2019. The Company has recorded the Forklift Lease Agreement as equipment and a lease liability in the condensed consolidated interim balance sheet. The Forklift Lease Agreement has been personally guaranteed by the President & CEO of the Company.

Revenues

For the six months ended June 30, 2019, the Company has recorded electronic gaming revenues of \$1,236,642 (June 30, 2018: \$1,094,695).

Royalty expense

For the six months ended June 30, 2019, the Company had royalty expense of \$19,463 as compared to royalty expense of \$19,946 the six months ended June 30, 2018.

Licensing fee

For the six months ended June 30, 2019, the Company had licensing fee of \$70,136 as compared to licensing fee of \$13,224 during the six months ended June 30, 2018.

Cost of Sales

For the six months ended June 30, 2019, the cost of sales was \$379,308 as compared to \$396,770 during the corresponding period in 2018.

Gross Profits

For the six months ended June 30, 2019, the Company has recorded gross profits of \$767,735 (June 30, 2018: \$664,755).

Expenses

For the six months ended June 30, 2019, operating expenses were \$2,668,225 as compared to \$3,220,333 for the six months ended June 30, 2018. The decrease in operating expenses is mainly due to the foreign exchange loss (gain).

Net Income (Loss) and Comprehensive Income (Loss)

During the six months ended June 30, 2019, the Company had a net loss and comprehensive loss of \$1,900,490 or \$0.03 per share (weighted average) as compared to a net loss and comprehensive loss of \$2,555,578 or \$0.07 per share (weighted average) in the same period of 2018. During the six months ended June 30, 2019, the Company’s weighted average number of common shares was 62,084,937 as compared to 37,548,768 for the same six months period in 2018.

Liquidity and Capital Resources

Presently, the Company does not have sufficient funds to continue its operations uninterrupted. In order for the Company to be efficient, the Company requires new funding so as to be able to meet the Company’s operational expenses, pay its liabilities promptly, and expand its operations to increase its revenues. New funding for the Company may or may not be available to the Company. Should the Company’s revenues decline or should the Company lose its major customer, then it will be difficult for the Company to raise additional funds.

The Company intends to seek equity and/or debt financing 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 uninterrupted. 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 uninterrupted, it is the Company’s intention to pursue these methods for future funding of the Company.

The Company has made a rights offering to its shareholders of record to subscribe for the Company’s units at a purchase price of \$0.03 per unit. Each unit shall consist of one common share and one warrant to purchase an additional common share of the Company exercisable at \$0.10 per

share for a period of five years. The Company’s rights offering is not subject to any minimum subscription level. The expiry date of the rights offering shall be September 25, 2019.

As at June 30, 2019, the Company’s total assets were \$4,562,366 as compared to \$6,238,723 for the corresponding period in 2018. The Company’s total liabilities were \$12,571,133 as compared to \$14,721,757 for the corresponding period in 2018. The Company has not paid any dividends and does not plan to pay any dividends in the future.

As at June 30, 2019, the Company had:

- Cash and cash equivalents of \$39,810 as compared to \$870,339 at June 30, 2018 (December 31, 2018: \$25,391).
- Accounts receivable of \$198,384 as compared to \$315,901 at June 30, 2019 (December 31, 2018: \$378,585).
- Prepaid expenses and deposits of \$42,579 as compared to \$46,904 at June 30, 2018 (December 31, 2018: \$46,904).
- Gaming systems of \$2,895,784 as compared to \$3,180,699 at June 30, 2018 (December 31, 2018: \$3,055,612).
- Equipment of \$70,713 as compared to \$44,151 at June 30, 2018 (December 31, 2018: \$80,121).
- Intangible assets of \$1,132,114 as compared to \$1,514,688 at June 30, 2018 (December 31, 2018: \$1,315,700).
- Right of Use Assets of \$182,980 as compared to \$nil at June 30, 2018 (December 31, 2018: \$nil).
- Mineral property interest of \$1 as compared to \$1 at June 30, 2018 (December 31, 2018: \$1).
- Investment of \$1 as compared to \$1 at June 30, 2018 (December 31, 2018: \$1).

Operating Activities

During the six months ended June 30, 2019, the Company used \$835,656 of cash for operating activities as compared to \$714,603 of cash for operating activities in the corresponding period of 2018.

Financing Activities

During the six months ended June 30, 2019, the Company received \$839,932 of cash from financing activities as compared to \$2,632,337 of cash from financing activities in the corresponding period of 2018.

Investing Activities

During the six months ended June 30, 2019, the Company received \$10,165 of cash from investing activities as compared to \$1,213,652 of cash used in investing activities during the corresponding period of 2018.

Capitalization

In order for the Company to increase its revenues, the Company must reduce or preferably eliminate its outstanding debts as soon as possible, must increase its workforce and the production of its ETGs, and must dedicate more resources to marketing and promotion of the Company’s products and services.

During the year ended December 31, 2018, the Company has incurred a net loss and comprehensive loss of \$3,574,325 (December 31, 2017: \$4,289,315), has limited revenues, has outstanding liabilities and has no assurances that sufficient funding will be available to continue operations for an extended period of time.

During the six months ended June 30, 2019 and up to the date of this MD&A, the following transaction has occurred:

- During March 2019, the Company closed the non-brokered private placement financing which was announced on January 24, 2019 and February 25, 2019 whereby the Company issued a total of 7,149,593 units of the Company at a price of \$0.135 per unit for gross proceeds of \$965,195. Each unit consists of one common share of the Company and one share purchase warrant to acquire an additional common share of the Company at the price of \$0.18 per share for a period of two years. The Company paid a cash commission of \$24,000, issued in aggregate 428,375 common shares at a deemed price of \$0.135 per share and 177,778 warrants as finder’s fees to arm’s length parties. All the securities that have been issued in connection with this private placement were subject to a hold period which have expired. The proceeds received from the share financing have been used for general working capital purposes by the Company.

Warrants

As at June 30, 2019, there were 52,730,475 warrants outstanding with weighted average price of \$0.48 per warrant (June 30, 2018: 42,173,447 with weighted average price of \$0.59 per warrant). Subsequent to the six months ended June 30, 2019, a total of 57,500 warrants exercisable at prices ranging from \$0.50 to \$0.60 per share have expired unexercised. As of the date of this MD&A, a total of 52,672,975 warrants are outstanding.

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

As at June 30, 2019, there were 1,699,656 stock options available for granting under the New 10% Rolling Stock Option Plan (June 30, 2018: 4,800,428). As at June 30, 2019, there were 4,740,000 stock options outstanding with a weighted average exercise price of \$0.19 per share (June 30, 2018: there were 106,000 stock options outstanding with a weighted average exercise price of \$0.50 per share).

There were no stock options exercised during the six months ended June 30, 2019.

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.

LOANS PAYABLE AND DEBENTURES

Loans payable

During the six months ended June 30, 2019 and up to the date of this MD&A, the Company:

- (a) The Company has entered into a loan agreement effective as of 9 August, 2019 (the “Loan”) with various parties (the “Lenders”) whereby, under certain terms and conditions, the Lenders have lent the Company the aggregate amount of \$600,000 which bears simple interest at the rate of 5% per annum.
- (b) During July 2019, entered into two promissory notes with arm’s length parties for the total amount of \$85,000, bearing interest rate of 10% per annum.
- (c) During July 2019, entered into a promissory note with an arm’s length party for the amount of US\$60,000, bearing interest rate of 10% per annum.
- (d) Entered into a promissory note with an arm’s length party for the amount of \$150,000, bearing interest at the rate of 10% per annum which is due on demand. As at June 30, 2019, the total balance of the outstanding loan and accrued interest is \$156,781.
- (e) Entered into a promissory note with an arm’s length party for the amount of \$20,000. As at June 30, 2019, the Company repaid the promissory note and interest totaling \$20,250.
- (f) Entered into a promissory note with an arm’s length party for the amount of \$50,000. As at June 30, 2019, the Company repaid the principal of \$50,000 and recorded an accrued interest of \$27.
- (g) Entered into a promissory note with an arm’s length party for the amount of \$25,000, bearing interest at the rate of 10% per annum which is due on demand. As at June 30, 2019, the total balance of the outstanding loan and accrued interest is \$25,514.
- (h) Entered into a promissory note with an arm’s length party for the amount of \$20,000, bearing interest at the rate of 10% per annum which is due on demand. As at June 30, 2019, the total balance of the outstanding loan and accrued interest is \$20,016.
- (i) Entered into a promissory note with an arm’s length party for the amount of US\$130,000, As at June 30, 2019, the Company repaid the promissory note and interest totaling US\$130,748.

During the year ended December 31, 2018, the Company:

- (a) Entered into a loan agreement with an arm’s length party for the amount of \$100,000, with a term of 12 months, bears interest at the rate of 10% per annum payable on a quarterly basis. As at December 31, 2018, the Company fully repaid the outstanding loan and accrued interest totaling \$103,479.
- (b) Entered into four promissory notes with an arm’s length party for the amount of \$265,000, bearing interest rate of 10% per annum and due on demand. As at December 31, 2018, the Company fully repaid the promissory notes and accrued interest totaling \$267,442.
- (c) Entered into a loan agreement with an arm’s length party, as amended on June 28, 2018, for the amount of \$500,000, with a term of twelve months and bears interest at the rate of 15% per annum payable on a quarterly basis. Pursuant to the agreement, the Company is required to issue 400,000 bonus shares. The amount of \$491,639 was recorded as the liability portion of the compound instruments and the amount of \$8,361 has been recorded as the equity portion. As at December 31, 2018, the Company fully repaid the outstanding loan and accrued interest totaling \$518,288 but has not yet issued the bonus shares. \$8,798 was recorded as a gain on modification of debt due to the amendment of the term on June 28, 2018.
- (d) Entered into a promissory note with an arm’s length party for the amount of \$75,000, bearing interest rate of 10% per annum and due on demand. As at December 31, 2018, the Company fully repaid the promissory notes and accrued interest totaling \$75,288.

- (e) Entered into a promissory note with an arm’s length party for the amount of \$40,000, bearing interest rate of 10% per annum and due on demand. As at March 31, 2019, the Company fully repaid the promissory note and accrued interest totaling \$40,373.
- (f) Entered into two promissory notes with an arm’s length party for the amount of \$290,000, bearing interest rate of 10% per annum and due on demand. As at December 31, 2018, the Company repaid \$204,822. As at March 31, 2019, the Company fully repaid the outstanding loan and accrued interest totaling \$91,000.
- (g) An arm’s length party has advanced to the Company the amount of \$150,000, which bears interest at the rate of 10% per annum and which is due on demand. As at June 30, 2019, the total balance of the outstanding loan and accrued interest is \$161,959.

During the year ended December 31, 2017, the Company:

- (a) Entered into a loan agreement with an arm’s length party totaling \$150,000, with a term of 12 months, bears interest at the rate of 10% per annum payable on a quarterly basis. Pursuant to the agreement, the Company issued 60,000 bonus shares and the amount of \$12,500 has been recorded for the shares issued. The amount of \$137,500 was recorded as the liability portion of the compound instrument. As at June 30, 2019, \$172,890 has been recorded as the liability portion of the compound instrument including accrued interest.

Non-convertible secured debentures

During the year ended December 31, 2015, the Company entered into two non-convertible secured debenture agreements for an aggregate US\$2,500,000 with one arm’s length party and one related party. The non-convertible secured debentures are secured against the Company’s assets. The non-convertible debenture agreements provide for a term of three years, maturing on August 4, 2018, and bear interest at 10% per annum, with interest payable quarterly. As additional consideration of the risk associated with the debenture, the Company issued 750,000 warrants to the lenders. Each warrant has a five-year expiry term and is exercisable into one common share at \$2.00.

In addition, the Company is required to pay the lenders certain royalty percentages of net revenues during the three-year period. The terms of the royalty percentages were amended on April 28, 2016.

The liability component of the non-convertible debentures was recognized initially at the fair value of a similar liability that does not have attached warrants, which was calculated based on the application of a market interest rate of 25%. The difference between the face value of US\$2,500,000 and the fair value of the non-convertible debentures of \$2,386,286 represent the value of the warrants, which has been recognized as a component of equity.

As at June 30, 2019, the amount of \$3,061,049 (December 31, 2018 - \$3,379,003) has been recorded as the non-convertible secured debentures.

Subsequent to the six months ended June 30, 2019, the maturity date of one of the non-convertible secured debentures has been extended to July 1, 2021.

Convertible secured debentures

During the year ended December 31, 2016, the Company issued convertible secured debentures financing that was announced on April 22, 2016 for gross proceeds of \$2,000,000 (net proceeds of \$1,753,111). The convertible secured debentures have a term of 12 months, bear simple interest at the rate of 12% per annum and payable on a quarterly basis. The principal amount of the convertible secured debentures may be convertible into common shares of the Company at a price of \$0.50 per

share. In connection with the convertible secured debentures, the Company has paid a cash commission of \$200,000 and a corporate finance fee of \$30,000 plus HST and other expenses of \$11,495 plus HST and has issued 600,000 broker warrants to Kingsdale Capital Markets Inc. (fair valued at \$31,128). The broker warrants were exercisable into common shares of the Company at the price of \$0.50 per share during the first year and at the price of \$1.00 per share during the second year and have expired unexercised. The convertible secured debentures are secured against the Company’s assets.

During the six months ended June 30, 2019, the Company paid \$nil of accrued interest and repaid principal amounts totaling \$nil.

As at June 30, 2019, the amount of \$1,983,000 (December 31, 2018 - \$1,983,000) has been recorded as the liability portion of convertible secured debentures and the amount of \$101,601 (December 31, 2018 - \$101,601) has been recorded as the equity portion of convertible secured debentures reserve. The effective interest rate was 20%.

Subsequent to the six months ended June 30, 2019, the maturity date of the convertible secured debentures has been extended to July 1, 2021.

Convertible debenture

During August 2018, the Company has entered into a convertible debenture with an arm’s length party for the principal amount of Cdn \$328,000 which bears interest at the rate of 8% per annum and which was due and payable on October 30, 2018 (the “Term”). Subsequent to December 31, 2018, the Term was extended to July 15, 2019. As at June 30, 2019, the amount of \$328,000 has been recorded as the liability portion of convertible secured debentures and the amount of \$5,658 has been recorded as the equity portion of convertible secured debentures reserve. The effective interest rate was 20%. As of the date of this MD&A, the convertible debenture is due and payable.

During June 2019, the Company entered into a convertible debenture with an arm’s length party for the principal amount of \$100,000 which bears interest at the rate of 10% per annum and which is due and payable on June 21, 2021 (the “Term”). At any time prior to the expiry of the Term, all or part of the principal amount may be converted into units of the Company at the price of \$0.10 per unit. Each Unit consists of one common share and one share purchase warrant. Each share purchase warrant shall be exercisable at the price of \$0.25 per share for a period of two years. The securities that may be issued pursuant to the convertible debenture shall be subject to four months and a day hold period in accordance with applicable Canadian securities laws. As at June 30, 2019, the amount of \$86,796 has been recorded as the liability portion of convertible debentures and the amount of \$13,344 has been recorded as the equity portion of convertible debentures reserve.

37 Capital Loan Payable and Debentures

Loan payable

During the year ended December 31, 2016, 37 Capital entered into an agreement with an arm’s length party whereby the party would pay certain debts owed by 37 Capital. The loan is non-interest-bearing, unsecured and due on demand. As at June 30, 2019, the balance payable is \$103,924.

Convertible debentures

During the year ended December 31, 2013, 37 Capital issued several convertible debentures for a total amount of \$975,000. The convertible debentures have a maturity date of 18 months from the date of closing, and bear interest at the rate of 15% per annum payable on a quarterly basis. The convertible debentures are convertible into common shares of 37 Capital at a conversion price of

\$1.50 per share. As at June 30, 2019, one convertible debenture is in default and another convertible debenture has been extended indefinitely.

On January 6, 2015, 37 Capital closed a convertible debenture financing with two directors of 37 Capital for the amount of \$250,000. The convertible debentures matured on January 6, 2016, and bear interest at the rate of 12% per annum payable on a quarterly basis. The convertible debentures are convertible into common shares of 37 Capital at a conversion price of \$0.30 per share. As at June 30, 2019, the two convertible debentures are in default.

As at June 30, 2019, 37 Capital has recorded \$221,691 in accrued interest related to the convertible debentures.

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, 2019:

For the Quarterly Periods ended		June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018
Total Revenues	\$	617,913	618,729	512,569	507,311
Net income (loss) and comprehensive income (loss) for the period	\$	(816,483)	(1,084,007)	208,556	(1,227,303)
Basic and diluted income (loss) per common share	\$	(0.01)	(0.02)	0.00	(0.03)

For the Quarterly Periods ended		June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Total Revenues	\$	535,320	559,375	625,750	542,566
Net income (loss) and comprehensive income (loss) for the period	\$	(1,266,273)	(1,289,305)	(3,103,451)	(659,467)
Basic and diluted income (loss) per common share	\$	(0.03)	(0.04)	(0.09)	(0.02)

Second Quarterly Results (June 30, 2019)

During the three months [second quarter] period ended June 30, 2019:

- The Company had a net loss and comprehensive loss of \$816,483 or \$0.01 per share as compared to a net loss and comprehensive loss of \$1,266,273 or \$0.03 per share in the same three months [second quarter] period of 2018.
- The Company’s total revenues were \$617,913 as compared to \$535,320 in the same three months [second quarter] period of 2018.

- The Company's total operating expenses were \$1,221,352 as compared to \$1,611,889 in the same three months [second quarter] period of 2018.

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**

The Company's business is heavily regulated.

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.

Changes in gaming legislations in any jurisdiction, or the Company's inability to obtain, maintain and comply with all applicable and required licenses, permits, and certifications can adversely affect the financial affairs of the Company.

- **Competition**

The marketplace for the Company's gaming products is 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 may 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 loyalty**

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.

- **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.

- ***Reliance on Major Customer***

The Company relies heavily on its major customer. In the event that the Company loses its major customer, then it will have an adverse effect on the Company.

- ***Price volatility and liquidity of the Company’s securities***

The market price of the Company’s common shares and warrants have 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 and warrants. There is a limited trading market for the Company’s common shares and warrants, and the ability of investors to sell their shares and/or warrants or the price at which those shares and/or warrants may be sold cannot be assured.

- ***Growth management***

If the Company’s gaming products gain traction in the market, rapid growth may occur which can 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 generates some nominal 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.

- ***Under Capitalized***

The Company has outstanding debts, has working capital deficiency, has limited revenues, and has no assurances that sufficient funding will be available to the Company to continue its operations for an extended period of time.

- ***Disruption in Trading***

Trading in the common shares and the warrants 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.

- ***Research and development risk***

Research and development carries an element of risk because it involves trying new and untested ideas. New or modified products or services may prove to be more difficult or costly to develop than anticipated due to engineering challenges encountered internally or with

external vendors. Additionally, delays in commercializing new products and services may lead to a decrease in projected revenue.

The primary research and development risks for the Company include the following:

- a. **Custom large high-performance touchscreen.** The custom touchscreen used in the Company’s new product uses a combination of cutting-edge hardware and proprietary software techniques that are geared specifically for gesture-based game play. Due to the unique and new nature of this technology, the Company cannot realistically estimate the longevity and reliability of the touchscreen in a 24/7 casino environment. The Company expects to mitigate this risk as it gains more operational experience with the touchscreen and newer technologies become available in the global touchscreen industry.
- b. **Product safety testing and certification.** New products must meet Canadian Standards Association (CSA) and/or Underwriters Laboratories (UL) standards to be used in the USA and Canada. Any scheduling issues or abnormal delays experienced by the 3rd party testing company will result in delays for launching the regulated version of the product. The Company has received its safety testing and certification reports for the Jackpot Blitz™ ETG Platform under the applicable CSA, UL, and CE standards.
- c. **Electromagnetic compatibility (EMC) testing and certification.** New products must have a Federal Communications Commission (FCC) "Declaration of Conformity" label for it to be used in the USA and Canada. Any scheduling issues or abnormal delays experienced by the 3rd party testing company will result in delays for launching the regulated version of the product. The Company has received its certification reports and Declaration of Conformity label for the Jackpot Blitz™ ETG platform under the applicable FCC and CE EMC standards.
- d. **Gaming device testing and certification.** New products must undergo both hardware and software testing to be permitted for use in a regulated casino environment. Gaming products must comply with Gaming Labs International (GLI) standards in most gaming jurisdictions in the USA and Canada. Some jurisdictions, such as Ontario, have their own testing standards. Any scheduling issues or abnormal delays experienced by the 3rd party testing company will result in delays for launching the regulated version of the product. The Company has received its Certification Document from Gaming Laboratories International (“GLI®”) that the Jackpot Blitz™ ETG platform is compliant with the requirements of GLI-24 and the National Indian Gaming Commission’s Class 2 Gaming Systems standard. Jackpot Blitz is also compliant with the applicable requirements from GLI-12, GLI-13, GLI-16 and GLI-21.

Related Party Transactions

The Company shares office space and certain expenses with 37 Capital, a company related by certain common officers and directors.

37 Capital is related to the Company by virtue of the fact that 37 Capital’s CEO, namely Jake H. Kalpakian, is the Chairman, President and CEO of the Company, and a former director and officer of 37 Capital namely Bedo H. Kalpakian, is the former Chairman and CFO of the Company. Mr. Bedo Kalpakian remains as director of the Company. Furthermore, Gregory T. McFarlane and Neil Spellman are directors of both the Company and 37 Capital, and Neil Spellman is the CFO of both the Company and 37 Capital.

Amounts payable to directors are for expenses incurred on behalf of the Company and/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 controlled 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. As of 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.

During the six months ended June 30, 2019 and 2018, the Company incurred the following related party transactions:

	2019	2018
Rent recovered from entities with common directors	\$ -	\$ -
Office and other expenses recovered from entities with common directors	\$ -	\$ -
Interest charged on amounts due to related parties	\$ 2,443	\$ 4,278

During the six months ended June 30, 2019, the Company has paid management fees totaling \$198,000 to a company owned by two directors (June 30, 2018: \$198,000).

Due to related parties

During the six months ended June 30, 2019, the Company:

- A director of the Company advanced the principal amount of \$6,444, non-interest bearing. The amount of \$6,444 was repaid in full on the same day.

Office Support Services

Effective as of May 1, 2018, 37 Capital entered into an agreement for office support services with the Company, Under the office support services agreement, 37 Capital is entitled to receive office support services from the Company at a monthly rate of \$1,000 plus applicable taxes. The agreement expired on April 30, 2019 and has been renewed which expires on April 30, 2020. Either Jackpot or 37 Capital may terminate this agreement by giving each other a three months’ notice in writing.

Office Lease

During April 2017, the Company together with 37 Capital entered into an office lease agreement with an arm’s length party (the “Office Lease”). The Office Lease has a three-year term with a commencement date of August 1, 2017. Effective January 2018, the basic rent is \$10,116 plus the operational costs and the applicable tax totaling \$18,830 per month. In respect to the Office Lease, the Company has paid a deposit in the amount of \$15,000. Effective as of May 1, 2018, the Company and 37 Capital have agreed that 37 Capital shall have no further responsibilities, obligations or commitments to any party in respect to the Office Lease Agreement and that 37

Capital shall pay a monthly rent of \$1,000 plus applicable taxes to Jackpot. Either Jackpot or the Company may terminate this agreement by giving each other a three months’ notice in writing.

Insider Participation

In respect to the Non-Convertible Secured Debenture issued to 30 Rock Management Inc. (“30 Rock”), for further particulars, please see Loans Payable and Debentures 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.

In respect to the non-brokered private placement financing which was announced on January 24, 2019 and February 25, 2019, Bedo Kalpakian, Jake Kalpakian and Kalpakian Bros. of BC Ltd. subscribed for an aggregate of 1,130,000 units of the Company at \$0.135 per unit.

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, accounts receivable, payable to Everi, loans payable, due to related parties, interest payable, and refundable subscription approximate their carrying values due to the short-term maturity of these instruments. The non-convertible secured debentures and convertible debentures are classified as Level 3 financial 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 accounts receivable. The Company mitigates its exposure to credit loss associated with cash by placing its cash and cash equivalents in a major financial institution.

To mitigate credit risk on the Company's trade receivables, the Company regularly reviews

the collectability of the accounts receivable to ensure there is no indication that these amounts will not be fully recoverable. As at June 30, 2019, the Company had receivables from one customer representing 85% (December 31, 2018 - 90%) of total trade receivables. In addition, as at June 30, 2019, allowance for doubtful accounts is \$nil (December 31, 2018 - \$nil) and the Company’s accounts receivable are due within 60 days.

(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, 2019, the Company had cash of \$39,810 (December 31, 2018 - \$25,391) available to apply against short-term business requirements and current liabilities of \$12,104,425 (December 31, 2018 - \$11,885,163). All of the liabilities presented as accounts payable and accrued liabilities and due to related parties are due within 90 days of June 30, 2019. As at June 30, 2019, all of the Company’s debentures and loans have reached maturity. The Company will be required to raise additional capital in order to fund operations for the next twelve months. Subsequent to the six months ended June 30, 2019, the maturity date of the secured debentures totaling the principal amount of Cdn \$4,927,575 has been extended to July 1, 2021.

(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 return on capital.

(i) Currency risk

The Company is exposed to foreign currency risk and has significant financial assets and liabilities denominated in US dollars. The Company has not entered into any foreign currency contracts to mitigate this risk. As at June 30, 2019, 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, 2019	December 31, 2018
Cash (cheques issued in excess of funds on deposit)	\$ 1,198	\$ (35)
Accounts receivable	169,088	343,847
Prepaid expenses	-	20,265
Accounts payable and accrued liabilities	(456,868)	(331,788)
Interest payable	(1,094,682)	(992,142)
Loan payable with Everi	(1,824,527)	(1,862,484)
Non-convertible secured debentures	(3,061,049)	(3,379,003)
Net financial liability	\$ (6,266,840)	\$ (6,201,340)

Based upon the above net exposure as at June 30, 2019 and assuming all other variables remain constant, a 4% depreciation or appreciation of the US dollar relative to the Canadian dollar would result in a change of approximately \$250,674 (December 31, 2018 - \$248,054) in the Company's consolidated 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.

As at June 30, 2019, the interest rate on the non-convertible secured debentures, loans payable, and convertible debenture balances have fixed interest rates. As such, the Company is exposed to interest rate price risk to the extent of these financial liabilities.

(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.

Transaction with 37 Capital Inc.

On October 23, 2017, the Company and 37 Capital entered into a debt settlement agreement whereby on November 2, 2017, 37 Capital issued 4,249,985 units of 37 Capital to the Company as full settlement of the \$382,498 balance owed (the "Transaction"). Each 37 Capital unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable at \$0.12 per share until November 2, 2022.

As a result of the Transaction, the Company acquired a controlling interest of 65% of 37 Capital's then issued and outstanding shares and began to consolidate the results of 37 Capital from November 2, 2017. The Company recorded the Transaction using the fair value of the receivable, as well as the units received and the net liabilities acquired, and accordingly recognized loss of debt settlement \$702,724 during the year ended December 31, 2017.

During the year ended December 31, 2018, the Company entered into a Purchase & Sale Agreement with an arm's length party whereby the Company sold to the arm's length party the Company's 800,000 units in the capital of 37 Capital for a cash payment of \$72,000. As at December 31, 2018, the Company had a controlling interest of approximately 49% of 37 Capital's issued and outstanding shares and recorded \$185,077 in non-controlling interest as a result of the decrease in interests of 37 Capital. During the six months ended June 30, 2019, the Company sold 2,000,000 common shares in the capital of 37 Capital through the facilities of the Canadian Securities Exchange (CSE) for gross proceeds to the Company of \$100,580 thereby reducing its controlling interest to approximately 20% of 37 Capital's issued and outstanding shares and recorded \$337,573 in non-controlling interest as a result of the decrease in interests of 37 Capital. Subsequent to the six months ended June 30, 2019, the Company sold an additional 1,400,000 common shares in the capital of the Company through the facilities of the CSE for total gross proceeds of \$70,000 further reducing its interest to approximately 0.70% of the issued and outstanding common shares of 37 Capital.

Off-balance sheet arrangements

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

Significant Accounting Policies

All of the Company’s significant accounting policies and estimates are included in Note 4 of the Company’s condensed consolidated interim financial statements for the six months ended June 30, 2019.

Adoption of IFRS 16 Leases

Effective January 1, 2019, the Company adopted IFRS 16 using the modified retrospective approach. The comparative figures for the 2018 reporting period have not been restated and are accounted for under IAS 17 Leases, and IFRIC 4 Determining Whether an Arrangement Contains a Lease, as permitted under the specific transitional provisions in the standard.

The Company applied the exemption not to recognize ROU asset and lease liabilities for leases with less than 12 months of lease term and leases for low-value assets when applying IFRS 16 to leases previously classified as operating leases under IAS 17.

The Company has an office lease for its headquarters in Vancouver, British Columbia and a warehouse lease for its warehouse in Burnaby, British Columbia, both of which were classified as operating leases under IAS 17. Upon transition to IFRS 16, these lease liabilities were measured at the present value of the remaining lease payments and discounted using an incremental borrowing rate of 10% as of January 1, 2019. As a result, the Company, as a lessee, has recognized \$272,620 as a lease liability, representing its obligation to make lease payments. A ROU asset of the same amount was recognized as a Right-of-use Asset, representing its right to use the underlying asset.

Capital Stock

Authorized share capital: Unlimited number of common shares without par value
 Unlimited number of preferred shares without par value

Outstanding Share Data	Common shares	Number of Preferred Shares	Exercise (\$) Price per common share	Expiry Dates
Issued and Outstanding as at August 19, 2019	64,396,562	Nil		N/A
Warrants as at August 19, 2019	3,750 14,500 7,500 90,168 675,000 75,000 750,000 1,000,000 1,550,370 2,477,000	Nil	\$0.60 \$0.60 \$0.60 \$0.60 \$2.00 \$2.00 \$0.50 \$0.35 \$0.18 \$0.18	Sept 13, 2019 Nov 28, 2019 Dec 1, 2019 Jan 3, 2020 August 4, 2020 August 4, 2020 August 10, 2020 November 19, 2020 February 15, 2021 February 25, 2021

JACKPOT DIGITAL INC.
Form 51-102F1 – Management’s Discussion & Analysis
For the six months ended June 30, 2019

	3,122,223		\$0.18	February 28, 2021
	177,778		\$0.18	February 28, 2021
	3,185,800		\$0.25	October 29, 2021
	1,712,500		\$0.25	November 8, 2021
	29,421,535*		\$0.50	January 20, 2022
	3,237,500		\$0.50	January 20, 2022
	700,000		\$0.60	August 21, 2022
	346,000		\$0.60	Sept 13, 2022
	850,000		\$0.60	Nov 28, 2022
	300,000		\$0.60	Dec 1, 2022
	1,053,550		\$0.60	Jan 3, 2023
	389,000		\$0.60	Jan 24, 2023
	<u>1,478,601</u>		\$0.50	June 22, 2023
	52,617,775			
Compensation Broker Options. Entitles the Holder to purchase one unit at \$0.50 per unit. Each Unit shall consist of one common share and one share purchase warrant. Each warrant is exercisable at \$0.60 per share for two years.	31,200 <u>24,000</u> 55,200	Nil	\$0.50 \$0.50	January 3, 2020 January 24, 2020
Stock Options as at August 19, 2019	4,740,000	Nil	\$0.18	November 1, 2020 – August 28, 2021
Fully Diluted as at August 19, 2019	121,809,537	Nil		

*trading on the TSX.V under the symbol “JP.WT”

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 Company’s new ETG platform, Jackpot Blitz™, is generating considerable interest from numerous casinos, card rooms and cruise lines. Jackpot Blitz™ ETG installations are continuing with new and current customers. As a result of Jackpot Blitz™ receiving GLI certification in November 2018, management is optimistic that the Company shall be in a good position to capitalize on the significant interest for the Company’s gaming product from gaming establishments in Canada,

United States and internationally. As of the date of this MD&A, the Company has already installed Jackpot Blitz™ ETGs in France, the United States, and Canada.

The Company continues to optimize its electronic table games business by enhancing processes, training staff, finding cost-effective local and international vendors, and implementing business management software and practices.

Furthermore, the Company is working on two new projects to implement new electronic products into both regulated and non-regulated casino environments with the Company's customers. While these projects are in the early stages of development, Management is optimistic that once these new projects are completed, then the Company's revenues should increase.