



Form 51-102F1

JACKPOT DIGITAL INC.

**Management's Discussion & Analysis
Consolidated Audited Financial Statements for the
Year ended December 31, 2020**

The following discussion and analysis of the financial condition and financial position and results of operations of Jackpot Digital Inc. (the "Company" or "Jackpot") should be read in conjunction with the annual audited consolidated financial statements for the years ended December 31, 2020 and 2019 and the notes thereto.

The consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's consolidated 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 April 30, 2021.

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 and marketing of electronic table games to casino operators. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "JJ" and on the OTCQB under the trading symbol "JPOTF". A certain number of the Company's warrants trade on the TSX-V under the symbols "JJ.WT.A", "JJ.WT.B" and "JJ.WT.C". The Company's common shares are also listed for trading on the Frankfurt and Berlin Exchanges under the symbol "LVH3".

Effective on May 1, 2020, 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 CUSIP number of the Company’s common shares is 466391307 and the CUSIP numbers of the Company’s listed for trading warrants are 466391174, 466391182 and 466391216.

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 former 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. The Company determined that control of 37 Capital ceased effective September 30, 2019 and, as such, the assets, liabilities and non-controlling interest of 37 Capital were derecognized.

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. Neil Spellman (Chairman), Gregory McFarlane and Alan Artunian.

On May 1, 2019, Mr. Howard Blank joined the Company’s Board of Directors and resigned from the Company’s Board of Directors on May 5, 2020.

Effective as of July 15, 2019, Mr. Bedo H. Kalpakian stepped down as the Chairman and Chief Financial Officer of the Company, and stepped down as a director of the Company as of December 18, 2019.

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.

Selected Annual Information

Selected annual information from the audited consolidated financial statements for the three years ended December 31, 2020, 2019 and 2018 is shown in the following table:

	2020	2019	2018
Revenues	\$611,252	\$2,177,644	\$ 2,114,575
Expenses	4,177,872	3,054,726	4,790,897
Net loss and Comprehensive Loss	(3,829,763)	(1,670,588)	(3,574,325)

Basic and Diluted Loss per common share	(0.24)	(0.20)	(0.80)
Total Assets	3,081,648	4,610,282	4,922,580
Long term financial obligations	4,873,009	482,659	445,574
Cash dividends	Nil	Nil	Nil

For the year ended December 31, 2020, the Company has recorded revenues of \$611,252 (2019: \$2,177,644) (2018: \$2,114,575) which includes Electronic gaming tables of \$540,389 (2019: \$1,929,977) (2018: \$2,114,575) and Table sales of \$70,863 (2019: \$247,667) (2018: \$nil).

The expenses increased during 2020 as compared to 2019 and decreased as compared to 2018.

The net loss and comprehensive loss for 2020 was \$3,829,763 as compared to \$1,670,588 in 2019 and as compared to \$3,574,325 in 2018.

The Company has never paid any dividends and has no plans to pay any dividends in the future. For the year ended December 31, 2020, the Company’s weighted average number of common shares was 15,787,154 as compared to 8,042,523 in 2019 and as compared to 4,450,904 in 2018.

Results of Operations

During March 2021, the Company received an additional four Jackpot Blitz™ ETG orders from Soboba Casino Resort, in addition to the two Jackpot Blitz™ ETG’s which were remotely installed in April 2021.

During February 2021, the Company signed a software license and equipment lease agreement with Casino Incanto of Nuevo Vallarta Nayarit, Mexico, for two of the Company’s Jackpot Blitz™ ETG platforms.

During September 2020, the Company installed the third Jackpot Blitz™ ETG in French territory with GROUPE COGIT. The Jackpot Blitz™ ETG was installed at Casino du Gosier in Le Gosier, Guadeloupe during September 2020. This ETG installation fulfilled the third of three (3) purchase orders the Company has received to date from French casino operators through the Company’s French Sales and Service Partner, Mascot SFM.

During July 2020, the Company submitted its new gaming product, the Portal, for User Acceptance Testing (“UAT”) by Jackpot’s casino operator client. Upon passage of the UAT process, Jackpot and the client intend to begin field testing the Portal in live casino environments as soon as travel and other COVID-19 related restrictions allow. The Portal is the Company’s second gaming product and a multi-game casino entertainment device that will offer multiple different game types on a single piece of slot machine hardware. The Portal software currently includes single player table games of Blackjack and Fun21.

During May 2020, the Company signed a Software License and Equipment Lease Agreement with a tribal casino in California formalizing an order for one (1) of the Company’s Jackpot Blitz™ ETG platforms. The Company already holds a valid gaming supplier license in the applicable regulatory jurisdiction.

During May 2020, the Company signed a Software License and Equipment Lease Agreement with Treasure Bay VI Corp. formalizing an order for one (1) of the Company’s Jackpot Blitz™ ETG platforms to be installed at Divi Carina Bay Beach Resort & Casino in Christiansted, US Virgin

Islands. The Company is currently pursuing a Casino Servicing Entity License with the Casino Control Commission of the US Virgin Islands.

During May 2020, the Company signed a Software License and Equipment Lease Agreement with Soboba Casino Resort in San Jacinto, California formalizing an order for two (2) of the Company’s Jackpot Blitz™ ETG platforms. The Company has also been approved for a temporary Gaming Vendor License with the Soboba Tribal Gaming Commission while the Company’s license application is being evaluated.

Between December 2019 and March 2020, the Company completed six (6) new Jackpot Blitz™ ETG installations aboard cruise ships in the Carnival Corporation fleet, one (1) new Jackpot Blitz™ ETG installation aboard a cruise ship in the Virgin Voyages fleet, and one (1) new Jackpot Blitz™ ETG installation at *Il Palazzo* casino in San Lorenzo, Paraguay. As of the date of this MD&A, the Company currently has fifty-four (54) Jackpot Blitz™ ETG platforms on lease with cruise ship clients and land-based casinos in Canada and Paraguay. The Company has also completed the sale of three (3) Jackpot Blitz™ ETGs to land-based casinos in France.

During December 2019, the Company signed a Software License and Equipment Lease Agreement (the “Agreement”) with Rosebud Casino in South Dakota formalizing an order (the “Order”) for two (2) of the Company’s Jackpot Blitz™ ETG platforms. The Company also received an approved Gaming Vendor License from the Rosebud Sioux Tribal Gaming Regulatory Authority Commission.

During October and November 2019, the Company completed three (3) new Jackpot Blitz™ ETG installations aboard cruise ships in the Carnival Corporation fleet.

During August 2019, the Company signed a Master Agreement with one of the world’s premiere land-based casino operators. The Master Agreement outlines pricing and terms for potential future orders of the Company’s Jackpot Blitz™ ETG platform by their casino properties.

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*.

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 the date of this MD&A, the product is nearing submission to the client for user acceptance testing.

As of December 31, 2020, the Company’s operations employed 9 people (December 31, 2019: 18 people) (December 31, 2018: 22 people) consisting of staff and management. As of the date of this MD&A, the Company’s operations employ 10 people consisting of staff and management.

At the Company’s Annual General Meeting which was held on December 16, 2020, the shareholders received the Audited Consolidated Financial Statements for the fiscal year ended December 31, 2019 and the Independent Auditor’s report thereon; fixed the number of Directors for the ensuing year at five; re-elected 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 ETG business.

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 Agreements on January 24, 2019. Furthermore, the Company entered into a Modification of Lease Agreement on May 21, 2020 whereby the Company pays gross rent of \$5,000 plus applicable taxes per month for April, May and June 2020. On June 24, 2020, the Company entered into a Lease Amendment and Extension Agreement extending the Company’s lease until July 31, 2020 whereby the Company pays \$8,000 all-inclusive rent plus applicable taxes. The Company is currently on a month-to-month lease under the terms of the Lease Amendment and Extension Agreement.

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. The first Jackpot Blitz™ ETG was installed on the Virgin Voyages’ vessel Scarlet Lady in February 2020, and during April 2021, the Company installed an additional Jackpot Blitz™ Electronic Table Game (“ETG”) platform on Valiant Lady, the second ship in the Virgin Voyages fleet.
- During October 2019, the Company signed a Software License and Equipment Lease Agreement (the “Agreement”) with Royal Caribbean Cruises Ltd. (“RCL”) to be the third cruise line to offer the Jackpot Blitz™ ETG in their casinos. The Company is in development for the required features for launch of the Jackpot Blitz™ ETG on an RCL ship and the installation date of the ETGs is dependent on RCL’s resumption of operations after the COVID-19 Pandemic.

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 Seminole Tribe of Florida, Rincon Tribal Gaming Commission of California, the Department of Justice and Public Safety, Gaming, Liquor and Security Licensing in the Province of New Brunswick, the Rosebud Sioux Tribe of Nebraska, and the Soboba Tribal Gaming Commission of California. The Company currently has license applications underway with several 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 installed at one (1) casino in Canada.
 - 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 received purchase orders for three (3) Jackpot Blitz™ ETGs from casino operators in France. The Company has delivered and received payment for all three (3) of these purchase orders.

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 2020, the Company incurred \$134,843 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 2020, the Company’s R&D primarily focused on the software features requested by new and potential clients for the Jackpot Blitz™ ETG. The Company also focussed on the development of its new electronic gaming product for a casino operator client, including development of the gaming platform software and hardware.

During 2021, the Company’s R&D efforts will continue to develop new hardware and software components for the Jackpot Blitz™ ETG. First, prototyping and redesigning critical hardware components of the Jackpot Blitz™ ETG to reduce cost and improve manufacturability. Second, update the current software technology to improve the ability to update and add new software features efficiently for the Jackpot Blitz™ ETG as well as other future gaming products.

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”).

Effective on July 24, 2019, the Company entered into a debt settlement agreement with Everi. The Company made aggregate payments of US\$275,000 (\$365,530) to Everi during the year ended December 31, 2019 to settle the remaining US\$1,355,355 plus all accrued interest which was owed by the Company to Everi pursuant to previous debt settlement and amendment agreements. As a result, the Company recorded a gain on debt settlement of US\$1,114,092 (\$1,475,169) during the year ended December 31, 2019.

Acquisition of certain assets of 52 Gaming, LLC.

During February 2021, the Company received TSX Venture Exchange approval and closed its transaction of acquiring certain assets of 52 Gaming, LLC (“52 Gaming”). 52 Gaming, based in North Carolina, manufactured and licensed its electronic poker tables (“ETGs”) to the cruise ship industry.

Terms of the transaction are as follows:

- a) Cash payment of US\$107,500 on the closing date by Jackpot to 52 Gaming (paid);
- b) A promissory note by Jackpot for the amount of US\$470,000 which shall have a term of twenty-four months, shall bear 10% simple interest per annum, and which may be prepaid by Jackpot;
- c) On the closing date, Jackpot shall issue 1,500,000 common shares to 52 Gaming (issued);
- d) On the closing date, Jackpot shall issue 2,000,000 share purchase warrants to 52 Gaming exercisable at \$0.105 per share for a period of five years (issued); and
- e) Commencing January 2022 and for a period of ten years Jackpot shall make variable royalty payments to 52 Gaming.

Under IFRS 3, the substance of the acquisition does not constitute a business combination as no processes were acquired and will be accounted for as an asset acquisition.

Consulting and Advisory Agreements

During September 2020, the Company entered into a Non-Exclusive Advisory and Consultancy Agreement with Paulson Investment Company, LLC of New York, USA (“Paulson”), to provide business advisory and consulting services to the Company. As compensation, the Company issued 450,000 share purchase warrants exercisable at \$0.10 per share for a period of five years. During December 2020, the Company has engaged, on a non-exclusive basis, Paulson, to provide services to Jackpot as a non-exclusive merger and acquisition (M&A) advisor in relation to any potential M&A or similar transaction with potential transaction partners. The Company had originally agreed to pay Paulson an initial cash retainer to be paid by issuing a share purchase warrant to Paulson (or its affiliates) to purchase up to 1,200,000 common shares at an exercise price of \$0.10 per share exercisable for a period of five years. During February 2021, Jackpot and Paulson have amended the terms of the agreement such that instead of the cash retainer payable by issuing the warrant, Jackpot has agreed to a monthly fee of \$20,000 payable to Paulson or its affiliates, which fee will be settled and paid by the issuance of share purchase warrants to purchase common shares of the Company to be issued monthly at the end of the month with the applicable number of warrants issuable to Paulson and the exercise price of such warrants being determined at the end of the month in which services have been provided by Paulson. The number of warrants per month will be calculated on the basis of the closing price of Jackpot's shares on the last trading day of the applicable month and the exercise price will be the greater of such closing price and \$0.10 per share. Each warrant will entitle Paulson to purchase one common share of Jackpot for a period of five years from the date of issuance. The maximum number of warrants that may be issued to Paulson is 1,200,000 warrants after which the monthly fee of \$20,000 will terminate and will no longer be payable and no warrants will be issuable to Paulson for any services provided thereafter. Consequently, Jackpot issued 336,022 warrants with a weighted average exercise price of \$0.24 per share. Additionally, a success fee will be paid in cash in U.S. dollars in respect of a transaction that is consummated with a party introduced to Jackpot by Paulson.

The Company has hired the services of, and has entered into an Employment Agreement (the "Agreement") with Mr. Mathieu McDonald of Vancouver, BC to manage the Company's Investor Relations activities and programs. The remuneration payable to Mr. McDonald is \$9,000 per month. Mr. McDonald has also been granted 400,000 stock options exercisable at the price of \$0.245 for a period of two years. 25% of the Options shall vest immediately and thereafter 25% shall vest every three months.

Revenues

For the year ended December 31, 2020, the Company has recorded table sales revenue of \$70,863 (December 31, 2019: \$247,667) and Electronic gaming tables of \$540,389 (December 31, 2019: \$1,929,977).

Royalty expense

For the year ended December 31, 2020, the Company had royalty expense of \$8,233 as compared to royalty expense of \$36,521 during the year ended December 31, 2019.

Licensing fee

For the year ended December 31, 2020, the Company had licensing fee of \$33,131 as compared to licensing fee of \$74,417 during the year ended December 31, 2019.

Cost of Sales

For the year ended December 31, 2020, the cost of sales was \$257,144 as compared to cost of sales of \$682,568 during the year ended December 31, 2019.

Gross Profits

For the year ended December 31, 2020, the Company has recorded gross profits of \$312,744 as compared to \$1,384,138 during the year ended December 31, 2019.

Expenses

For the year ended December 31, 2020, operating and other expenses were \$4,177,872 as compared to \$3,054,726 during the year ended December 31, 2019.

Net Loss and Comprehensive Loss

During the year ended December 31, 2020, the Company had a net loss and comprehensive loss of \$3,829,763 or \$0.24 per share (weighted average) as compared to a net loss and comprehensive loss of \$1,670,588 or \$0.20 per share (weighted average) during the year ended December 31, 2019. During the year ended December 31, 2020, the Company's weighted average number of common shares was 15,787,154 as compared to 8,042,523 during the year ended December 31, 2019.

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.

As at December 31, 2020, the Company's total assets were \$3,081,648 as compared to \$4,610,282 for the corresponding period in 2019. The Company's total liabilities were \$10,007,258 as compared to \$9,378,223 for the corresponding period in 2019. The Company has not paid any dividends and does not plan to pay any dividends in the future.

As the Company has been significantly impacted by the COVID-19 Pandemic, during the year ended December 31, 2020, the Company applied for and has received a total of \$123,406 (2019 - \$nil) in relation to the Canada Emergency Wage Subsidy (CEWS). Furthermore, during the year ended December 31, 2020, the Company applied for Canada Emergency Rent Subsidy for periods 1-3. The applications were approved and funds were received in January 2021.

As at December 31, 2020, the Company had:

- Cash and cash equivalents of \$438,642 as compared to \$37,545 at December 31, 2019.
- Accounts receivable of \$21,261 as compared to \$337,058 at December 31, 2019.
- Due from related parties of \$183,138 as compared to \$130,445 at December 31, 2019.
- Prepaid expenses and deposits of \$63,455 as compared to \$53,688 at December 31, 2019.
- Deposits for Gaming systems of \$24,948 as compared to \$29,107 at December 31, 2019.
- Gaming systems of \$2,297,502 as compared to \$2,827,910 at December 31, 2019.
- Equipment of \$48,803 as compared to \$62,452 at December 31, 2019.
- Intangible assets of \$nil as compared to \$948,528 at December 31, 2019.
- Rights-of-Use Assets of \$nil as compared to \$178,876 at December 31, 2019.

Operating Activities

During the year ended December 31, 2020, the Company used \$1,262,831 of cash for operating activities as compared to \$1,484,628 of cash for operating activities in the corresponding period of 2019.

Financing Activities

During the year ended December 31, 2020, the Company received \$1,682,025 cash from financing activities as compared to \$2,535,428 cash from financing activities in the corresponding period of 2019.

Investing Activities

During the year ended December 31, 2020, the Company used cash in investing activities of \$18,096 as compared to \$1,038,648 of cash used in investing activities during the corresponding period of 2019.

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, 2020, the Company has incurred a net loss and comprehensive loss of \$3,829,763 (December 31, 2019: \$1,670,588), 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 year ended December 31, 2020 and up to the date of this MD&A, the following transactions have occurred:

- (i) During April, 2021, the Company closed the first tranche of the non-brokered private placement financing which was announced on March 24, 2021 whereby Jackpot issued 3,692,000 units of the Company at \$0.20 per unit for gross proceeds of \$738,400. Each Jackpot 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 \$0.27 per share until April 7, 2026. All securities that have been issued in respect to this private placement are subject to a hold period expiring on August 8, 2021. The Company paid finder’s fees of \$48,672 in cash and has issued 243,360 broker warrants exercisable at \$0.27 per share for a period of two years to arm’s length parties.
- (ii) During March 2021, closed the non-brokered private placement financing whereby Jackpot issued 10,000,000 units of the Company at \$0.18 per unit in two tranches for gross proceeds of \$1,800,000. Each Jackpot 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 \$0.25 per share until March 3, 2026 for the first tranche and March 10, 2026 for the second tranche. All securities that have been issued in respect to this private placement are subject to a hold period expiring on July 4, 2021 for the first tranche & July 11, 2021 for the second tranche. The Company has paid finder’s fees of \$94,683 in cash and has issued 526,018 broker warrants exercisable at \$0.25 per share for two years to arm’s length parties.
- (iii) On December 15, 2020, the Company closed the non-brokered private placement financing which was announced on December 2, 2020, whereby the Company issued 20,000,000 units of the Company at \$0.05 per unit for gross proceeds of \$1,000,000. 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 \$0.10 until November 20, 2025. The Company incurred share issuance costs of \$146,800 and issued in aggregate 1,248,000 warrants with a fair value of \$94,032 as finder’s fees to arm’s length parties. Each warrant entitles the holder to purchase one common share at a price of \$0.10 for two years.
- (iv) On November 20, 2020, the Company completed its rights offering and issued 12,919,304 units of the Company’s securities at a price of \$0.05 per unit for gross proceeds of \$645,965. Each unit consists of one common share and one Rights Offering Warrant. Each Rights Offering Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.10 until November 20, 2025. In respect to the rights offering, the Company incurred share issuance costs of \$16,205 and the stand-by guarantors received bonus warrants entitling them to purchase a total of 2,250,000 common shares of the Company exercisable at a price of \$0.10 per share until November 20, 2025. The bonus warrants were fair valued at \$96,981.

Warrants

As at December 31, 2020, there were 50,790,478 warrants outstanding with weighted average price of \$0.65 per warrant (December 31, 2019: 12,037,711 warrants outstanding with weighted average price of \$2.60 per warrant). Subsequent to the year ended December 31, 2020, a total of 732,737 warrants with an exercise price of \$1.80 expired unexercised and a total of 18,597,400 warrants exercisable at prices ranging from \$0.10 to \$0.27 per share were issued and a total of 251,291

warrants exercisable at \$0.10 per share were exercised. As of the date of this MD&A, a total of 68,403,850 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 December 31, 2020, there were 4,056,661 stock options are available for granting under the 10% Rolling Stock Option Plan (December 31, 2019: 748,930). As at December 31, 2020, there were 527,200 stock options outstanding with a weighted average exercise price of \$1.50 per share (December 31, 2019: there were 561,000 stock options outstanding with a weighted average exercise price of \$1.50 per share). Subsequent to the year end, a total of 4,456,661 were granted to directors, officers and consultants at prices ranging from \$0.20 to \$0.245 per share and a total of 282,500 stock options were re-priced to \$0.20 per share. As of the date of this MD&A, a total of 4,983,861 stock options are outstanding.

There were no stock options exercised during the year ended December 31, 2020.

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 year ended December 31, 2020 and up to the date of this MD&A, the following transactions occurred:

- (a) The Company entered into a promissory note with an arm’s length party for the amount of \$40,000, bearing interest at the rate of 10% per annum which is due on demand. As of the date of this MD&A the principal and the accrued interest have been paid.
- (b) The Company entered into a promissory note with an arm’s length party for the amount of \$80,000, bearing interest at the rate of 10% per annum which is due on demand. As of the December 31, 2020 the principal and the accrued interest have been paid.
- (c) The Company entered into a promissory note with an arm’s length party for the amount of \$200,000, plus interest of \$40,000. On June 11, 2020, the Company repaid the amount of \$200,000, plus interest of \$40,000.

During the year ended December 31, 2019, the Company:

- (a) Entered into two promissory notes with an arm’s length party for the amount of \$300,000, bearing interest at the rate of 10% per annum which is due on demand. As at December 31, 2020, the \$225,000 loan and the accrued interest of \$41,466 are outstanding.
- (b) Entered into a promissory note with an arm’s length party for the amount of \$50,000, bearing interest rate of 15% per annum. As at December 31, 2020, the Company repaid the principal of \$50,000 and recorded an accrued interest is \$3,904.

- (c) Entered into a promissory note with an arm's length party for the amount of \$50,000; the Company repaid the principal and interest totaling \$50,247 during the year ended December 31, 2019 and recorded an accrued interest of \$356 as at September 30, 2020.
- (d) Entered into a short-term loan agreement with an arm's length party for the amount of \$379,140, bearing interest at the rate of 5% per annum; the Company repaid the principal amount of \$379,140 during the year ended December 31, 2019 and recorded an accrued interest of \$2,597 as at December 31, 2020.

During the year ended December 31, 2018:

- (a) 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. During the year ended December 31, 2020 the Company repaid \$100,000. As at December 31, 2020, the balance of \$50,000 and the accrued interest of \$45,219 are outstanding.
- (b) During the year ended December 31, 2017, the Company 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 December 31, 2020, \$184,562 (December 31, 2019 - \$180,452) 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 secured 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 75,000 warrants to the lenders. Each warrant has a five-year expiry term and is exercisable into one common share at \$20.00. On August 9, 2019, the maturity date of the convertible debenture with the arm's length party has been extended to July 1, 2021. The modification of maturity date was considered an extinguishment of the existing non-convertible debenture and a new non-convertible debenture was recognized as the modified terms were substantially different from the original terms. The difference between the fair value and carrying value on the extinguishment date was determined to be \$656,727.

On September 23, 2020, an amendment agreement was entered into whereby the maturity date has been further extended to July 1, 2023 and the interest rate has been reduced from 10% to 7.5% per annum. As consideration, the Company issued 1,163,827 bonus warrants. Each warrant is exercisable into one common share at the price of \$0.10 until July 21, 2023. The modification was considered an extinguishment of the existing non-convertible debenture and a new non-convertible debenture was recognized as the modified terms were substantially different from the original terms. The difference between the fair value and carrying value on the extinguishment date was determined to be \$237,168.

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 December 31, 2020, the amount of \$2,068,981 (December 31, 2019 - \$2,392,799) has been recorded as the non-convertible secured debentures.

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 \$5.00 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 60,000 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 \$5.00 per share during the first year and at the price of \$10.00 per share during the second year and have expired unexercised. The convertible secured debentures are secured against the Company’s assets. On initial recognition, the amount of \$101,601 was recorded as the equity portion of convertible secured debentures reserve and remained outstanding at December 31, 2019. The effective interest rate was 20%.

On August 9, 2019, the maturity date of the convertible secured debentures has been extended to July 1, 2021. The modification of maturity date was considered an extinguishment of the existing convertible debentures and a new convertible debenture balance was recognized as the modified terms were substantially different from the original terms. The difference between the fair value and carrying value on the extinguishment date was determined to be \$260,228.

On September 23, 2020, an amendment agreement was entered into whereby the maturity date has been further extended to July 1, 2023 and the interest rate has been reduced from 10% to 7.5% per annum. As consideration the Company issued 836,173 bonus warrants. Each warrant is exercisable into one common share at the price of \$0.10 until July 21, 2023. The modification was considered an extinguishment of the existing convertible debentures and a new convertible debenture balance was recognized as the modified terms were substantially different from the original terms. The difference between the fair value and carrying value on the extinguishment date was determined to be \$248,084.

During the year ended December 31, 2020, the Company paid \$nil (December 31, 2019 - \$nil) of accrued interest and repaid principal amounts totaling \$nil (December 31, 2019 - \$nil).

Convertible debentures

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 December 31, 2020 the convertible debenture is owing and is due on demand. As at December 31, 2020, 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%.

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 \$1.00 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 \$2.50 per share for a period of two years. On initial recognition, the amount of \$13,344 was recorded as the equity portion of convertible debenture reserve and remains outstanding at December 31, 2020. The effective interest rate was 20%. As at December 31, 2020, the amount of \$96,420 has been recorded as the liability portion of convertible debentures including accrued interest.

Non-Convertible Debentures

During February 2020, the Company entered into a debenture agreement with an arm’s length party for the amount of \$100,000. The debenture bears interest at 10% per annum for a term of five years. A total of 100,000 share purchase warrants exercisable at \$0.50 per share for five years were issued as bonus warrants in respect to this debenture. The Company paid \$10,000 in cash commission. On initial recognition, \$31,617 was recognized as the equity portion of the compound financial instrument, which was then offset by a deferred income tax recovery of \$8,537. During the year ended December 31, 2020, \$1,300 (2019 - \$nil) was recorded as accretion on this debenture. The remaining \$210,000 in loans issued during the year ended December 31, 2020 bear interest at 10% and have reach maturity at December 31, 2020.

During June 2020, the Company closed unsecured debenture financing agreements in the aggregate amount of \$446,000 (the “Debentures”). The Debentures bear interest at the rate of 10% per annum, and have a maturity date of thirty six months from closing. The Debentures are convertible at a conversion price of \$0.06 per unit in Year 1 and at a conversion price of \$0.10 per unit in Year 2 & Year 3. Each unit consists of one common share and one share purchase warrant exercisable at the price of \$0.10 per share for a period of three years from closing. In connection with the first closing, the Company issued an aggregate of 500,000 compensation warrants exercisable into units at \$0.06 per unit for a period of three years. Each share purchase warrant is exercisable at a price of \$0.10 for a period of three years. As of the date of this MD&A, \$81,000 of the Debentures have been converted into 1,350,000 units.

During August 2020, the Company entered into unsecured convertible debenture agreements for gross proceeds of \$135,000. The debentures bear interest at the rate of 10% per annum and have a maturity date of 36 months from closing. The debentures are convertible at a conversion price of \$0.10 per unit for three years. Each unit will consist of one common share and one share purchase warrant exercisable at the price of \$0.10 per share for a period of three years from closing. On initial recognition, the amount of \$24,816 was recorded as the equity portion of convertible secured debentures reserve and remained outstanding at December 31, 2020.

Summary of Quarterly Results

The following are the results for the eight most recent quarterly periods, starting with the three-month quarterly period ended December 31, 2020:

For the Quarterly Periods ended		December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Total Revenues	\$	82,828	76,117	7,831	444,476
Net income (loss) and comprehensive	\$	(961,467)	(594,283)	(847,333)	(1,426,680)

income (loss) for the period					
Basic and diluted income (loss) per common share	\$	(0.04)	(0.05)	(0.07)	(0.18)

For the Quarterly Periods ended		December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Total Revenues	\$	462,057	478,945	617,913	618,729
Net income (loss) and comprehensive income (loss) for the period	\$	(356,168)	586,070	(816,483)	(1,084,007)
Basic and diluted income (loss) per common share	\$	(0.04)	0.09	(0.13)	(0.18)

Fourth Quarterly Results (December 31, 2020)

During the three months [fourth quarter] period ended December 31, 2020:

- The Company had a net loss and comprehensive loss of \$961,467 or \$0.04 per share as compared to a net loss and comprehensive loss of \$356,168 or \$0.04 per share in the same three months [fourth quarter] period of 2019.
- The Company’s total revenues were \$82,828 as compared to total revenues of \$462,057 in the same three months [fourth quarter] period of 2019.
- The Company’s total operating and other expenses were \$1,009,634 as compared to total operating and other expenses of \$638,723 in the same three months [fourth quarter] period of 2019.

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.

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.

- **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.

- **Payment processing**

Changes in policies of companies, financial institutions or banks, that handle credit card transactions and/or other types of financial transactions for online 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.

- **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 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.

- ***Coronavirus (COVID-19) Pandemic***

On January 30, 2020, the World Health Organization declared the coronavirus outbreak (COVID19) a “Public Health Emergency of International Concern” and on March 11, 2020, declared COVID-19 a pandemic. The current COVID-19 pandemic is significantly impacting the global economy and commodity and financial markets. The full extent and impact of the COVID-19 pandemic is unknown and to date has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices and has raised the prospect of an extended global recession. As well, as efforts are undertaken to slow the spread of the COVID-19 pandemic, the operation and development of projects may be impacted as governments have declared a state of emergency or taken other actions. If the operation or development of one or more of the operations or projects of the Company is suspended, it may have a material adverse impact on the Company’s results of operations, and financial condition. The broader impact of the COVID-19 pandemic on investors, businesses, the global economy or financial and commodity markets may also have a material adverse impact on the Company’s results of operations and financial condition.

Presently, the majority of the Company’s revenues are generated from licensing the Jackpot Blitz™ ETG platform to the cruise ship industry. As a result of the cruise ship industry’s suspension of operations due to the COVID-19 pandemic, the Company’s revenues will be negatively impacted for the duration of the cruise ship industry’s suspension of operations.

Furthermore, even when the operations of the cruise ship industry resume, the Company expects future revenues generated from the cruise ship segment of its business to decline from previous levels for an unpredictable period of time.

In regards to the land-based casino industry, into which the Company had been embarking an aggressive expansion, the Company's expansion plans will now be negatively impacted due to reduced capacity or the temporary closures of most land-based casinos in North America and elsewhere due to the COVID-19 pandemic. The Company expects the resulting negative fallout and uncertainty in the land-based casino industry to severely impact its current business development pipeline and anticipated cashflows for the near to mid-term.

- **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. With the current shortage of display devices around the world, the custom large high-performance touchscreen has a long lead time, 4+ months, and if the demand of the product change, the Company may have difficulty meeting customer demand or hold a costly raw material in inventory until the demand is met which impacts company's cash flow. 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, was the former Chairman and CFO 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, 2020 Kalpakian Bros. and Jackpot entered into a new management services agreement (the “New Management Services Agreement”) whereby Kalpakian Bros. shall provide management services to Jackpot for a period of five years (the “Term”) at a monthly rate of \$33,000 plus applicable taxes.

During the years ended December 31, 2020 and 2019, the Company incurred the following related party transactions:

	2020	2019
Rent and shared office expenditures charged	\$ 24,000	\$ 24,000

As at December 31, 2020, due from related parties consists of \$155,644 (2019 - \$130,445) receivable from 37 Capital for rent and shared office expenditures.

Pursuant to a debt settlement agreement dated December 11, 2020 which the Company entered into with 37 Capital, the Company has acquired 2,986,900 common shares in the capital of 37 Capital at a deemed price of \$0.05 per common share to settle outstanding debt in the amount of \$149,345. The securities issued are subject to a hold period expiring on May 26, 2021.

Key management compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management personnel include the CEO, CFO and COO of the Company. The remuneration of key management personnel during the years ended December 31, 2020 and 2019 is as follows:

	2020	2019
Management fees	\$ 396,000	\$ 396,000
Salaries and benefits	288,603	288,320
Share-based payments	12,176	183,759
Total key management personnel compensation	\$ 696,779	\$ 868,079

As at December 31, 2020, there is \$27,494 due from (2019 - \$8,336 due to) key management. The amounts are non-interest bearing and have no fixed repayment terms.

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 further renewed which expires on April 30, 2021. 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 have 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. During June 2020 and September 2020, the Company entered into a Lease Amendment and Extension Agreement and Rent Reduction Agreement with the arm’s length party (collectively the “New Lease Agreements”). Under the Canada Emergency Commercial Rent Assistance program (“CECRA”) and pursuant to the New Lease Agreements, effective April 2020 through September 2020, the Company pays approximately \$4,600 of rent 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 Debentures 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 Company’s Rights Offering which was completed during September 2019, as compensation for providing the standby guarantee, Jake Kalpakian received 208,333 bonus warrants exercisable at \$1.00 per share until September 26, 2024.

In respect to the unsecured convertible debenture financing which closed on August 7, 2020, Jake Kalpakian subscribed for the amount of \$120,000.

In respect to the Company’s Rights Offering which was completed during November 2020, as compensation for providing the standby guarantee, Jake Kalpakian received 250,000 bonus warrants exercisable at \$0.10 per share until November 20, 2025.

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 receivable, due from related parties, accounts payable and accrued liabilities, lease liability, 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. The Company's cash and cash equivalents as at December 31, 2020 and 2019 are as follows:

	2020	2019
Cash and Cash Equivalents consists of:		
Cash	\$ 421,392	\$ 20,295
Term deposit	17,250	17,250
	\$ 438,642	\$ 37,545

As at December 31, 2020, the Company had cashable term deposits of \$17,250 (2019 - \$17,250) readily convertible into cash, maturing July 31, 2021 with an annual interest rate of 0.60%.

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. During the year ended December 31, 2020, the Company had one customer that represented 73% (2019 – 89%) of total revenue. As at December 31, 2020, the Company had receivables from this customer representing 100% (2019 - 91%) of total trade receivables. In addition, as at December 31, 2020, allowance for doubtful accounts is \$nil (2019 - \$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 December 31, 2020, the Company has cash and cash equivalents of \$438,642 (2019 - \$37,545) available to apply against short-term business requirements and current liabilities of \$5,134,249 (2019 - \$8,895,564). All of the liabilities presented as accounts payable and accrued liabilities and due to related parties are due within 90 days of December 31, 2020. As at December 31, 2020, all of the Company’s debentures have maturity dates between one and three years. The Company will be required to raise additional capital in order to fund operations for the next twelve months.

(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 December 31, 2020, 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)	
	2020	2019
Cash	\$ 67	\$ 85
Accounts receivable	1,677	305,786
Accounts payable and accrued liabilities	(336,285)	(303,512)
Interest payable	(1,663,882)	(1,286,746)
Non-convertible secured debentures	(2,346,880)	(2,392,799)
Net financial liability	\$ (4,345,303)	\$ (3,677,186)

Based upon the above net exposure as at December 31, 2020 and assuming all other variables remain constant, a 2% (2019 - 4%) depreciation or appreciation of the US dollar relative to the Canadian dollar would result in a change of approximately \$86,906 (2019 - \$147,087) 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 December 31, 2020, 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 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 its interest of 37 Capital.

During the year ended December 31, 2019, the Company sold 3,400,000 common shares in the capital of 37 Capital through the facilities of the Canadian Securities Exchange (CSE) for gross proceeds to the Company of \$170,580 thereby reducing its controlling interest to approximately 0.70% of 37 Capital's issued and outstanding shares and recorded \$326,150 in non-controlling interest as a result of the decrease in its interest in 37 Capital. As a result of the sale, the Company determined that control of 37 Capital ceased effective September 30, 2019 and, as such, the assets, liabilities and non-controlling interest of 37 Capital were derecognized. On deconsolidation, the Company recognized assets of \$127,262 (including a derecognition of \$400 in cash and cash equivalents) and derecognized liabilities of \$1,009,241 and non-controlling interest of \$1,000,834, resulting in a gain on deconsolidation of \$135,669 (2018 - \$nil) being recorded during the year ended December 31, 2019.

On December 11, 2020 the Company entered into a Debt Settlement Agreement with 37 Capital, and on January 2021, 37 Capital issued 2,986,900 common shares in the capital of 37 Capital to Jackpot at a deemed price of \$0.05 per share to settle outstanding debt totaling \$149,345.

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 annual consolidated audited financial statements for the years ended December 31, 2020 and 2019.

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 April 30, 2021	62,631,899	Nil		N/A
Warrants as at April 30, 2021	318,580	Nil	\$2.50	October 29, 2021
	171,250		\$2.50	November 8, 2021
	2,942,153*		\$5.00	January 20, 2022
	323,750		\$5.00	January 20, 2022
	70,000		\$6.00	August 21, 2022
	34,600		\$6.00	Sept 13, 2022
	85,000		\$6.00	Nov 28, 2022
	30,000		\$6.00	Dec 1, 2022
	105,355		\$6.00	Jan 3, 2023
	38,900		\$6.00	Jan 24, 2023
	147,860		\$5.00	June 22, 2023
	6,439,656**		\$1.00	Sept 26, 2024
	333,333		\$1.00	Sept 26, 2024
	100,000		\$0.50	Feb 19, 2025
	12,668,013***		\$0.10	Nov 20, 2025
	2,250,000		\$0.10	Nov 20, 2025
	20,000,000		\$0.10	Nov 20, 2025
	1,248,000		\$0.10	Dec 15, 2022
	2,000,000		\$0.10	July 1, 2023
	102,564		\$0.195	January 1, 2026
	450,000		\$0.10	January 29, 2026
	85,106		\$0.235	February 1, 2026
	2,000,000		\$0.105	February 10, 2026
	1,000,000		\$0.10	June 10, 2023
	71,429		\$0.28	March 1, 2026
	2,730,555		\$0.25	March 3, 2026
	72,000		\$0.25	March 3, 2023
	7,269,445	\$0.25	March 10, 2026	
	454,018	\$0.25	March 10, 2023	
	350,000	\$0.10	June 10, 2023	
	76,923	\$0.26	April 1, 2026	
	3,692,000	\$0.27	April 7, 2026	
	<u>243,360</u>	\$0.27	April 7, 2023	
	67,903,850			

JACKPOT DIGITAL INC.
Form 51-102F1 – Management’s Discussion & Analysis
For the year ended December 31, 2020

Compensation Broker Warrants. Entitles the Holder to purchase one unit at \$0.06 per unit. Each Unit shall consist of one common share and one share purchase warrant. Each warrant is exercisable at \$0.10 per share for three years.	500,000	Nil	\$0.10	June 10, 2023
Stock Options as at April 30, 2021	244,700 80,000 400,000 400,000 <u>3,859,161</u> 4,983,861	Nil	\$1.80 \$0.20 \$0.20 \$0.245 \$0.20	August 28, 2021 Dec 16, 2022 Jan 13, 2023 April 21, 2023 Jan 13, 2024
Fully Diluted as at April 30, 2021	136,019,640	Nil		

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

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

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

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™, continues to generate interest from numerous parties and the Company is working to continuously improve the Jackpot Blitz™ ETG and open up new markets for the Company’s products. However, the COVID-19 pandemic has negatively impacted the Company and the gaming industry as a whole.

The Company is working on getting the Jackpot Blitz™ certified with the Gaming Labs International (GLI) standard, GLI-11. Receiving the certification of GLI-11 on the Jackpot Blitz™ ETG shall open up additional land-based casino jurisdictions which the Jackpot Blitz™ could not enter previously with its current GLI-24 certification. In addition, The Company is working on a new project for a client to incorporate table games and other casino entertainment experiences into a new gaming machine. While both of these projects are still in the development stage, Management is optimistic that once these new projects are completed and the cruise ship industry and land-based casinos resume and are fully operational, then the Company’s revenues should increase.