



Form 51-102F1

JACKPOT DIGITAL INC.

**Management's Discussion & Analysis
Audited Financial Statements for the
Year Ended December 31, 2023**

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, 2023 and 2022 and the notes thereto. These 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 functional currency of the company and its subsidiaries. All amounts in this MD&A are in CDN dollars unless otherwise stated.

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.B" and "JJ.WT.C". The Company's common shares are also listed for trading on the Frankfurt Exchange under the symbol "LVH3".

The following information is prepared as of April 29, 2024.

The Company is a reporting issuer in the Provinces of British Columbia and Alberta and files all public documents on www.sedarplus.ca.

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 is the developing and marketing of dealerless electronic table games ("ETGs") to casino operators. The Company's flagship dealerless poker product, Jackpot Blitz®, is a digital 'smart table' which brings the social benefits of multiplayer casino games such as poker, blackjack and baccarat, into the digital era.

The financial statements of the Company's wholly-owned subsidiaries, Jackpot Digital (NV), Inc. (incorporated in the USA), and Touché Capital Inc. (incorporated in British Columbia) are included in the

consolidated financial statements from the date that control commenced to the date of disposal or dissolution.

The Company’s office is located at Suite 575 – 510 Burrard Street, Vancouver, BC, Canada, V6C 3A8. The Company’s warehouse is located at 4664 Lougheed Hwy, Unit W030, Burnaby, BC, 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.

The Company’s registrar and transfer agent is Computershare Investor Services Inc. located at 3rd Floor, 510 Burrard Street, Vancouver, BC, Canada, V6C 3B9.

Selected Annual Information

Selected annual information from the audited consolidated financial statements for the three years ended December 31, 2023, 2022 and 2021 is shown in the following table:

	2023	2022	2021
Total Revenues	\$ 2,062,107	\$1,431,220	\$419,749
Total COGS	364,812	364,297	220,620
Total Operating and Other Expenses	5,303,673	6,189,975	6,754,168
Deferred Income Tax Recovery	328,182	-	-
Net loss and Comprehensive Loss	(3,278,196)	(5,123,052)	(6,555,039)
Weighted Average	132,262,150	108,254,779	70,695,482
Basic and Diluted Loss per common share	(0.02)	(0.05)	(0.09)
Total Assets	5,952,239	3,843,650	4,390,366
Long term financial obligations	8,313,775	762,454	5,351,609
Cash dividends	Nil	Nil	Nil

The Company has never paid any dividends and has no plans to pay any dividends in the future. For the year ended December 31, 2023, the Company’s weighted average number of common shares was 132,262,150 as compared to 108,254,779 in 2022 and as compared to 70,695,482 in 2021.

For the year ended December 31, 2023, the Company has recorded revenues of \$2,062,107 (2022: \$1,431,220) (2021: \$419,749) which includes Electronic gaming tables of \$1,565,188 (2022: \$1,401,220) (2021: \$334,244) and Table sales of \$496,919 (2022: \$30,000) (2021: \$85,505).

For the year ended December 31, 2023, the Company has recorded total operating and other expenses of \$5,303,673 (2022: \$6,189,975) (2021: \$6,754,168).

Highlights for the Year

During the year ended December 31, 2023 and up to the date of this MD&A, cruise ship revenues continued to improve due to the ongoing recovery in cruise ship tourism, and land-based back orders for the Company's next generation Jackpot Blitz ® continued to build.

The Company:

- accomplished a critical milestone by successfully obtaining GLI certification for its next generation Jackpot Blitz ETG. The next generation version of Jackpot Blitz has been specifically designed to meet the requirements of the worldwide regulated land-based casino market.
- the Company has been working since early 2023 toward GLI certification for its next generation Jackpot Blitz® gaming machine so that it can enter land-based casino markets in the USA and around the world. Regulated casinos worldwide require any gaming machine to be tested and certified by independent testing labs before allowed to install. The Company has now obtained the following GLI certifications for its newest Jackpot Blitz®:
 - GLI-11 – Gaming Devices in Casinos
 - GLI-12 – Progressive Gaming Devices in Casinos
 - GLI-13 – On-Line Monitoring and Control Systems
 - GLI-21 – Client -Server Systems
 - GLI-24 – Electronic Table Game Systems
- the Company's Next Generation Jackpot Blitz® machine allows for direct Ticket-In-Ticket-Out ("TITO") functionality and supports the Slot Accounting System ("SAS") protocol, allowing for integration with most casino management systems. These two specific functionalities are those that are required by most regulated land-based casinos.
- reported revenue of \$2,062,107 for the year ended December 31, 2023 as compared to \$1,431,220 during the year ended December 31, 2022, a 44% increase from the 2022 period, which is largely attributable to the increase of table sale.
- announced new agreements or letters of intent for 28 Jackpot Blitz® table installations and received letters of intent for an additional 16 tables from yet-to-be-announced partners, for a total of 44 new Jackpot Blitz® orders. These new orders, once installed, represent an approximate 67% increase in Jackpot Blitz® installations.
- continued the process of obtaining licensing for the relevant jurisdictions and is expected to begin installing the next generation Jackpot Blitz® in Q1 2024. The Company's pipeline of new business is expected to grow throughout 2024 as the Company obtains licensing for new jurisdictions. In addition to Jackpot's cruise ship customers, which include Carnival Cruises, Princess Cruises, Holland America, AIDA, and Costa Cruises, Jackpot has announced land-based installations or orders in 14 states and territories in the U.S. and growing, including Jamaica, Saskatchewan, Michigan, Mississippi, Washington, Nevada, California, Kansas, Louisiana, Minnesota, Montana, Oregon, South Dakota, U.S. Virgin Islands, as well as several international jurisdictions.
- successfully completed its first land-based casino installation of the Next-Generation Jackpot Blitz(R), with TITO / SAS functionality, at Jackson Rancheria Casino Resort in California. This milestone marks the beginning of a new era of land-based casino annual recurring revenue for the Company.

- completed financings totalling gross proceeds of \$4,507,655 which will be utilized towards regulatory licensing fees and related expenses in multiple jurisdictions to facilitate the widespread placement of Jackpot Blitz®, and for general working capital.
- made its first payment to the Debentureholders in the aggregate amount of US\$700,000. Subject to payment schedule conditions outlined in the Loans and Debentures section below, the Debentureholders have agreed to a significant reduction in interest payments, as long as the remaining payments are met.
- announced a partnership with a leading global gaming equipment manufacturer to significantly reduce the production cost of the Jackpot Blitz® ETGs and streamline the manufacturing and delivery process, allowing the Company to ship its product to new clients in a timely manner.
- exhibited Jackpot Blitz® for the first time to a mass retail audience of over 200,000 entries during the World Series of Poker at Paris Hotel and Casino in Las Vegas.
- continued the testing of two Jackpot Blitz™ tables with Royal Caribbean Cruise Lines. Royal Caribbean represents a significant growth opportunity for Jackpot's cruise ship business segment, with the potential to install across the entire fleet.
- commenced work on a new business segment, Online Casino Platform for an existing customer. Once ready, the Online Casino Platform will be installed and tested at the customer's User Acceptance Testing ("UAT") lab.

Results of Operations

During April 2024, the Company successfully completed the installation of one Jackpot Blitz® casino machine at Chukchansi Gold Resort & Casino, located in Coarsegold, California, USA pursuant to the signed licensing agreement.

During March 2024, the Company signed a distribution agreement with A&W Enterprises, LLC ("A&W Enterprises") to distribute, install and service the Company's Jackpot Blitz® casino machines throughout tribal casinos in the State of Oklahoma and other regions in the United States.

During March 2024, the Company signed a distribution agreement with Jade Entertainment and Gaming Technologies, Inc. ("Jade Group"), a diversified slots and gaming machine distributor with a presence in key Asian casino markets. The partnership is aimed at accelerating sales and deployment of Jackpot Digital's revolutionary Jackpot Blitz® electronic multiplayer dealerless poker machines in casinos throughout Asia.

During March 2024, the Company successfully completed the deployment of three (3) newly designed land-based Jackpot Blitz® casino machines at Jackson Rancheria Casino Resort ("Jackson Rancheria"), located in Jackson, California pursuant to the signed licensing agreement.

During March 2024, the Company received licensing approval from Little Traverse Bay Bands of Odawa Indians Regulatory Department, the regulator for Odawa Casino located in Petoskey, Michigan. The vendor license was the final step required for the Company to install its casino machines at Odawa Casino. The Company is now scheduling installation of two (2) of its next generation, dealerless Jackpot Blitz® ETGs at Odawa Casino pursuant to the signed licensing agreement.

During February 2024, the Company signed a licensing agreement to install Jackpot Blitz® dealerless multiplayer electronic poker table at the Acropolis Gaming Lounge, located in Kingston, Jamaica, further expanding its growing Jackpot Blitz® casino footprint. The Company has already obtained the required certifications for the jurisdiction and is now scheduling installation at the property.

During February 2024, the Company signed a licensing agreement with the Saskatchewan Indian Gaming Authority ("SIGA") to install the Company's Jackpot Blitz® dealerless poker ETGs. The installations are subject to Jackpot obtaining the customary regulatory and licensing approvals.

During January 2024, the Company received licensing approval from Mille Lacs Band of Ojibwe Gaming Regulatory Authority, the regulator for Grand Casino Mille Lacs located in Onamia, Minnesota. The

Company is now scheduling installation of two (2) of its next generation, dealerless Jackpot Blitz® ETGs at the property.

During December 2023, the Company received licensing approval from the US Virgin Island Casino Control Commission, the regulator for Divi Carina Bay Resort Casino ("Divi Carina Bay") located in Christiansted, St. Croix, USVI. The Company is now scheduling installation of its next generation, dealerless Jackpot Blitz® ETGs at the property.

During December 2023, the Company received licensing approval from the Confederated Salish & Kootenai Tribes, Tribal Gaming Commission, the regulator for Gray Wolf Peak Casino ("Gray Wolf Peak") located in Missoula, Montana. The Company is now scheduling installation of its next generation, dealerless Jackpot Blitz® ETGs at the property.

During November 2023, the Company received licensing approval from the Jackson Rancheria Tribal Gaming Agency, which is the regulator for Jackson Rancheria Casino Resort located in Jackson, California for the installation of three (3) ETG tables at Jackson Rancheria.

During October 2023, the Company signed a licensing agreement to install the Company's Jackpot Blitz® dealerless poker ETG at Chukchansi Gold Resort & Casino, located in Coarsegold, California, USA. The Company received vendor licensing from Picayune Rancheria of the Chukchansi Indians Tribal Gaming Commission for the installation of one (1) ETG tables at Chukchansi Gold.

During October 2023, the Company signed a licensing agreement to install two (2) Jackpot Blitz® dealerless poker ETGs at Northern Waters Casino Resort located in Watersmeet, Michigan, USA. The Company has also received vendor licensing from the Lac Vieux Desert Tribe.

During October 2023, the Company received licensing approval from the Coyote Valley Gaming Commission, which is the regulator for Coyote Valley Casino located in Redwood Valley, California for the installation of four (4) ETG tables at Coyote Valley.

During September 2023, the Company signed a licensing agreement to install three (3) Jackpot Blitz®(R) dealerless poker ETGs at Jackson Rancheria Casino resort, located in Jackson, California, USA.

During September 2023, the Company received licensing approval from the Skokomish Tribal Gaming Commission, which is the regulator for Lucky Dog Casino located in Skokomish, Washington for the installation of one Jackpot Blitz® ETG at Lucky Dog.

During August 2023, the Company signed a licensing agreement with Glacier Peaks Casino located in Browning, Montana to install one Jackpot Blitz® ETG. The licensing agreement is subject to obtaining the customary regulatory approvals.

During June 2023, the Company signed letters of intent ("LOI") with Penn Entertainment's Hollywood Casino & Resort Gulf Coast. The LOI is subject to obtaining the customary licensing and regulatory approvals.

During June 2023, the Company signed a licensing agreement with Penn Entertainment's Boomtown Casino Biloxi. The licensing agreement is subject to obtaining the customary licensing and regulatory approvals.

During June 2023, the Company signed a licensing agreement with Coyote Valley Casino located in Redwood Valley, California to install four Jackpot Blitz® ETG.

During April 2023, the Company signed a licensing agreement with Gray Wolf Peak Casino located in Missoula, Montana to install one Jackpot Blitz® ETG.

During March 2023, the Company signed licensing agreements with Penn Entertainment's Cactus Pete's Resort Casino to install four (4) Jackpot Blitz® ETGs located in Jackpot, Nevada. The licensing agreement is subject to obtaining the customary licensing and regulatory approvals.

During March 2023, the Company signed letters of intent ("LOIs") with two (2) Penn Entertainment's L'Auberge Casino Resort, located in Lake Charles, Louisiana, USA, and L'Auberge Casino & Hotel, located in Baton Rouge, Louisiana, USA. The LOIs are subject to obtaining the customary licensing and regulatory approvals.

During February 2023, the Company received licensing approval from the Santa Ynez Tribal Gaming Agency, which is the regulator for Chumash Casino resort ("Chumash") located in Santa Ynez, California.

During January 2023, the Company signed a letter of intent with Grande Casino Mille Lacs to install two (2) Jackpot Blitz® ETGs.

During January 2023, the Company signed a partnership agreement with a leading global gaming equipment manufacturer. The partner will manufacture and deliver Jackpot Blitz® ETGs for installation in casinos worldwide.

At the Company's Annual General Meeting which was held on December 5, 2023 in Vancouver, BC, the shareholders received the Audited Consolidated Financial Statements for the fiscal year ended December 31, 2021 and the Independent Auditor's report thereon; fixed the number of Directors for the ensuing year at four; 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; authorized the Directors to fix the remuneration to be paid to the Auditor, re-approved the Company's 10% Rolling Stock Option Plan.

Electronic Table Games

The previously announced partnership with a leading global gaming equipment manufacturer enables Jackpot to reduce the production cost of the Jackpot Blitz® ETGs and streamline the manufacturing and delivery process, allowing the Company to ship its product to new clients in a timely manner.

The Company is focused on expansion of the Jackpot Blitz® ETG order book during 2024. During March 2024 the Company made its first-ever deployment of the next-generation version of Jackpot Blitz®, which has been re-designed to meet the specific requirements needed by the land-based casino market with feature functionalities such as Ticket-In-Ticket-Out ("TITO") and Slot Accounting System ("SAS") protocol integration.

The ongoing expansion of the Company's Jackpot Blitz® ETG footprint continues to focus on: (i) the US Tribal land-based casino market; and (ii) the US corporate land-based casino market.

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 in international waters.

- during 2021, the Company acquired certain assets of 52 Gaming, LLC ("52 Gaming") thereby fortifying its poker ETG monopoly in the cruise ship industry. 52 Gaming, based in North Carolina, manufactured and licensed its electronic poker tables ("ETGs") to the cruise ship industry. This transaction has solidified Jackpot's position as the leading Electronic Table Game supplier for the cruise ship industry.
- the Company typically leases ETGs on a monthly recurring basis to cruise ship companies and generates revenues according to the gross rakes, fees and side games offered.
- Carnival Corporation ("Carnival") is the largest operator of the Company's ETGs.
- the Company has in place a Software License and Equipment Lease Agreement (the "Agreement") with Royal Caribbean International ("RCI") to be the third cruise ship operator to offer the Jackpot Blitz® ETGs in their casinos. The Company submitted software for RCI's User Acceptance Testing ("UAT") for launch of the Jackpot Blitz® ETG on an RCI ship. The installation date of the ETGs will be set after the RCI's UAT finalization.

North American Casinos

- the North American casino industry is regulated at the federal, state, provincial and/or tribal levels as individual jurisdictions. Each jurisdiction approves the gaming equipment used in their casinos, usually in the form of a gaming or vendor licenses. The Company must obtain gaming licenses directly or through a distributor to expand its ETG business in North America.
- the Company currently holds gaming licenses and permits with the California Gambling Control Commission, the Department of Justice and Public Safety, Gaming, Liquor and Security Licensing Branch in New Brunswick, the Department of Justice Gambling Control Division in Montana, Pueblo Isleta Gaming Regulatory Agency in New Mexico, Santa Ynez Tribal Gaming Agency in California, the Rosebud Sioux Tribe in Nebraska, the Soboba Tribal Gaming Commission in California, the Confederated Tribes Gaming Commission in Oregon, the Sac & Fox Nation of Missouri Tribal Gaming Commission, the Pauma Gaming Commission in California, the Confederated Salish & Kootenai Tribes, Tribal Gaming Commission in Montana, Coyote Valley Gaming Commission in California, Jackson Rancheria Tribal Gaming Agency in California, Lac Vieux Desert Band of Lake Superior Chippewa Indians in Michigan, Leech Lake Tribal Council in Minnesota, Picayune Rancheria of the Chukchansi Indians Tribal Gaming Commission in California, and Skokomish Tribal Gaming Commission in Washington. The Company also has several license applications in progress with various gaming regulators across North America.
- the Company typically leases ETGs on a monthly recurring basis to North American casino customers sharing revenue from the rakes generated by the ETGs.
- the Company has signed Agreements and/or Binding 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.

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 countries/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 and/or Binding Letters of Intent with several entities in other markets.
- the Company has installed one Jackpot Blitz® ETG at the *Il Palazzo* land-based casino in San Lorenzo, Paraguay.

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 the year ended December 31, 2023, the Company incurred \$462,075 on salaries and benefits in respect to Research and Development (“R&D”). This cost was incurred primarily to develop new software features and improve the hardware with the aim to reduce cost and improve the efficiency of the Jackpot Blitz® ETG. Furthermore, during the year ended December 31, 2023, the Company incurred \$246,582 for the design and certification fees of the next generation model of the Jackpot Blitz® ETG and incurred \$522,942 for the purchase of parts which were capitalized as the intellectual property and the prototypes, respectively. Upon the completion of GLI certification of the next generation Jackpot Blitz® ETG, \$491,708 of the prototypes were transferred to Gaming Systems.

During October 2023, the Company obtained GLI certifications for the Company’s next generation Jackpot Blitz® which includes GLI-11 – Gaming Devices in Casinos; GLI-12 – Progressive Gaming Devices in Casinos; GLI-13 – On-Line Monitoring and Control Systems; GLI-21 – Client -Server Systems and GLI-24 – Electronic Table Game Systems.

In May 2023, the Company started work on a new segment, Online Casino Platform for an existing customer. Once ready, the Online Casino Platform will be installed and tested at the customer’s User Acceptance Testing (“UAT”) lab.

In January 2023, the Company entered into a partnership agreement with a leading global gaming equipment manufacturer to outsource the production and delivery of Jackpot Blitz® ETGs to casinos worldwide. It is expected that this partnership shall enable the Company to meet the growing demand for Jackpot Blitz® ETGs at a reduced cost.

During 2023, the Company’s R&D efforts plan to continue the development of new hardware and software components for the Jackpot Blitz® ETGs in order to enhance the marketability of the Company’s product.

Consulting, Advisory, Marketing and Other Agreements

In April 2023, the Company entered into an advertising/media sponsorship agreement for the “World Series of Poker” branded poker tournament which shall take place in Las Vegas, Nevada during May to July 2023.

In April 2023, the Company entered into a letter agreement with an arm’s length party whereby the arm’s length party’s services shall include, but not be limited to, the production of on-line digital and video marketing campaigns, and the printing of Jackpot’s promotional and marketing materials campaign. The total compensation shall be US\$150,000 and 350,000 stock options exercisable at \$0.08 per share for a period of three years.

In May 2023, the Company entered into a consulting agreement with an arm’s length party for a period of three years for advisory services. As compensation, the arm’s length party has been granted 500,000 incentive stock options exercisable at \$0.10 per share.

In June 2023, the Company entered into a non-exclusive financial advisory and investment banking services agreement for a term of 12 months with Maxim Group LLC of New York, USA (the “Agreement”). The Company will pay to Maxim cash in the amount of US\$150,000 over the course of the twelve-month term of the Agreement. In addition, the Company will grant Maxim share purchase warrants equal to US\$150,000 over a twelve-month period in which US\$37,500 will be paid quarterly in warrants once the services have been performed. As of the date of this MD&A, there has been no payment made nor warrants issued to Maxim.

During September 2023, the Company entered into a special partnership agreement with a third party to provide an iGaming platform for use by the Company, under certain terms and conditions. The agreement provides for a revenue sharing payment stream between the parties.

During March 2024, the Company has engaged a Consultant to provide his services to the Company in the in the marketing and selling of the Company's Jackpot Blitz® electronic table games in the Western US region for a period of twelve (12) months. The Consideration payable to the Consultant by the Company shall be as follows: a) The Consultant shall receive payment of US\$6,000 per month (US Six Thousand Dollars); b) The Consultant is entitled to a one-time fee of US\$200 (US Two Hundred Dollars) for each Jackpot Blitz® ETG placement ("One-Time Fee"). For greater certainty, the One-Time Fee is payable to the Consultant once the Jackpot Blitz® ETG has been installed; and c) The Consultant will be entitled to a 10% commission on Jackpot's share of the revenue stream for five years, generated from the Jackpot Blitz® ETGs that the Consultant has successfully placed through direct efforts.

During April 2024, the Company has engaged Investor Cubed Inc. ("Investor Cubed") to provide investor relations and shareholder communications services in Canada. The terms of the consulting agreement provide for compensation of \$7,500.00 per month. In addition, the Company has granted Investor Cubed stock options to purchase 750,000 common shares at \$0.10 per share. The options will vest quarterly and will be governed by the provisions of the Company's stock option plan. The consulting agreement is subject to the approval of the TSX Venture Exchange.

Revenues

For the year ended December 31, 2023, the Company has recorded table sales revenue of \$496,919 (December 31, 2022: \$30,000) and Electronic gaming tables of \$1,565,188 (December 31, 2022: \$1,401,220). The increase in Electronic gaming tables revenue is attributable to the increase of table sale.

Cost of Sales

For the year ended December 31, 2023, the cost of sales was \$364,812 as compared to cost of sales of \$364,297 during the year ended December 31, 2022.

Gross Profits

For the year ended December 31, 2023, the Company has recorded gross profits of \$1,697,295 as compared to gross profits of \$1,066,923 during the year ended December 31, 2022. The increase of gross profit is attributable to the continued resumption of the cruise ship tourism and table sale.

Expenses

For the year ended December 31, 2023, operating and other expenses were \$5,303,673 as compared to \$6,189,975 during the year ended December 31, 2022.

During the year ended December 31, 2023, the Company had:

- Interest and finance expense of \$1,382,051 as compared to \$1,090,548 during the year ended December 31, 2022. The increase is mainly due to the issuance of convertible debentures.
- Salaries and benefits of \$1,607,204 as compared to \$1,491,374 during the year ended December 31, 2022. The increase is mainly due to the hiring of new employees and incentive bonuses.
- Regulatory and transfer agent fees of \$235,246 as compared to \$164,581 during the year ended December 31, 2022. The increase is mainly due to the financing activities and the fees related to gaming licenses.
- Travel, meals and entertainment expenses of \$271,624 as compared to \$231,615 during the year ended December 31, 2022. The increase is mainly due to market awareness activities.

Net Loss and Comprehensive Loss

During the year ended December 31, 2023, the Company had a net loss and comprehensive loss of \$3,278,196 or \$0.02 per share (weighted average) as compared to a net loss and comprehensive loss of 5,123,052 or \$0.05 per share (weighted average) during the year ended December 31, 2022. During the year ended December 31, 2023, the Company's weighted average number of common shares was 132,262,150 as compared to 108,254,779 during the year ended December 31, 2022.

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 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, 2023, the Company's total assets were \$5,952,239 as compared to \$3,843,650 for the corresponding period in 2022. The Company's total liabilities were \$16,303,611 as compared to \$11,998,845 for the corresponding period in 2022. The Company has not paid any dividends and does not plan to pay any dividends in the future.

Financing Activities and Capital Expenditures

During the year ended December 31, 2023, the Company received \$3,242,908 cash from financing activities as compared to \$2,324,640 cash received from financing activities during the corresponding period of 2022.

During the year ended December 31, 2023, the Company received a total of \$nil (December 31, 2022: \$100,270) regarding the wage subsidy in relation to the Hardest-Hit Business Recovery Program (HHBRP). Furthermore, during the year ended December 31, 2023, the Company received a total of \$nil regarding the rent subsidy in relation to HHBRP (December 31, 2022: \$40,262).

Operating Activities

During the year ended December 31, 2023, the Company used \$2,472,675 of cash in operating activities as compared to \$1,900,382 of cash used in operating activities during the corresponding period of 2022.

Investing Activities

During the year ended December 31, 2023, the Company used \$770,026 of cash in investing activities as compared to \$577,948 of cash used in investing activities during the corresponding period of 2022.

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 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, 2023, the Company has incurred a net loss and comprehensive loss of \$3,278,196 (December 31, 2022: \$5,123,052), has limited revenues, has outstanding liabilities and has no assurances that sufficient funding will be available to continue its operations for an extended period of time.

During the year ended December 31, 2023, and up to the date of this MD&A, the following transactions have occurred:

- (i) During October 2023, the Company issued 1,333,425 common shares at the price of \$0.075 per share representing full and final settlement of the Company's debt totaling \$100,007 in respect to the convertible debenture (June 2020).
- ii) During July and August 2023, pursuant to a private placement announced on July 10, 2023, Jackpot closed three tranches and issued convertible debentures totaling \$3,579,953 (the "Debentures"). The Debentures bear interest at the rate of 10% per annum and will mature on July 28, 2028 (first tranche), August 2, 2028 (second tranche) and August 14, 2028 (third tranche). The convertible debentures are convertible at \$0.075 per common share in the first year and at \$0.10 in subsequent years. In addition, the Company issued an aggregate of 47,732,700 share purchase warrants exercisable at \$0.10 per for a period of five years. The Company paid finder's fee of \$6,506 in cash and issued 86,750 broker warrants exercisable at \$0.10 per common share for two years. All securities that have been issued in respect to this debenture financing are subject to applicable hold periods.
- iii) During June 2023, the Company issued 100,000 common shares at the price of \$0.06 per share upon the exercise of warrants.
- iv) During May and June 2023, pursuant to a private placement announced on March 29, 2023, Jackpot closed three tranches and issued convertible debentures totaling \$471,652 (the "Debentures"). The Debentures bear interest at the rate of 10% per annum and will mature on May 17, 2028 (first tranche), May 25, 2028 (second tranche) and June 12, 2028 (third tranche). The convertible debentures are convertible at \$0.075 per common share in the first year and at \$0.10 in subsequent years. In addition, the Company issued an aggregate of 6,288,690 share purchase warrants exercisable at \$0.10 per for a period of five years. The Company paid finder's fee of \$375 in cash and issued 5,000 broker warrants exercisable at \$0.10 per common share for two years. All securities that have been issued in respect to this debenture financing were subject to applicable hold periods.
- v) During February 2023, March 2023 and April 2023, the Company closed all four tranches of the private placement of convertible debentures announced on February 13, 2023 for an aggregate gross proceeds of \$456,050 (the "Debentures"). The Debentures bear interest at the rate of 10% per annum, and will mature on November 20, 2025. The Debentures are convertible into common shares at a conversion price of \$0.07 per common share until November 20, 2025. In addition, the Company issued an aggregate of 6,515,000 share purchase warrants exercisable at \$0.10 per share until November 20, 2025. The Company paid to an arm's length party finder's fee of \$7,550 in cash and issued 107,857 non-transferable share purchase warrants exercisable at the price of \$0.10 per share for a period of two years. All securities that have been issued in respect to this debenture financing were subject to applicable hold periods.

Warrants

As at December 31, 2023, there were 164,565,705 warrants outstanding with a weighted average price of \$0.16 per warrant (December 31, 2022: 108,818,441 warrants outstanding with a weighted average price of \$0.20 per warrant). Subsequent to the year ended December 31, 2023, a total of 852,782 warrants exercisable at the price of \$0.10 expired unexercised. As of the date of this MD&A, a total of 163,712,923 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, 2023, there were 1,310,112 stock options available for granting under the 10% Rolling Stock Option Plan (December 31, 2022: 2,816,769). As at December 31, 2023, there were 12,029,161 stock options outstanding with a weighted average exercise price of \$0.13 per share (December 31, 2022: 10,379,161 stock options outstanding with a weighted average exercise price of \$0.15 per share). Subsequent to the year ended December 31, 2023, a total of 4,724,161 stock options issued to directors, directors, employees and consultants exercisable at prices ranging from \$0.10 to \$0.20 per share expired unexercised, and a total of 800,000 stock options have been issued to an employee and to a consulting firm exercisable at \$010 per share. As of the date of this MD&A, a total of 8,105,000 stock options are outstanding.

There were no stock options exercised during the year ended December 31, 2023.

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

	December 31, 2023	December 31, 2022
Company Received	\$330,000	\$330,000
Principal Repayment	\$330,000	\$330,000
Accrued Interest	\$24,000	\$11,745

Non-Convertible Debentures

	December 31, 2023	December 31, 2022
Company Received	\$nil	\$nil
Principal Repayment	\$538,997	\$3,211
Accrued Interest	\$413,967	\$385,145

Convertible Debentures

	December 31, 2023	December 31, 2022
Company Received	\$4,493,223	\$nil
Principal Repayment	\$404,850	\$nil
Accrued Interest	\$380,305	\$181,865

* For more detailed information regarding Loans Payable and Debentures, please refer to the Company's Audited Consolidated Financial Statements for the year ended December 31, 2023 and 2022.

On March 23, 2023, the Company entered into a subsequent amendment agreement whereby the maturity date of the Debentures has been extended from July 1, 2023 to July 1, 2025.

In connection with the Non-convertible secured debentures, Convertible debentures (2016) and Convertible debenture (August 2018), the Company entered into the Third and Fourth Amendment Agreements with the lenders in June and August 2023. Under these agreements, the lenders agreed to a new payment schedule, effective from July 31, 2023 and terminating on July 1, 2025, subject to certain terms and

conditions. The aggregate new payment schedule is as follows: 1) US\$700,000 by August 15, 2023 (paid); 2) US\$1,300,000 by July 1, 2024; and 3) the remaining outstanding principal plus 20% of all accrued and unpaid interest by July 1, 2025. If the new payment schedule is met, the Debentureholders have agreed to a significant reduction in interest payments, resulting in savings for the Company of approximately Cdn\$4,045,091 (US\$3,042,108). Upon making the scheduled payments and therefore benefitting from the reduced interest expense, will enable the Company to eliminate a substantial portion of its debt. However, In the event the Company defaults on the new payment schedule, then the remaining principal outstanding shall immediately become due and payable, along with all accrued and unpaid interest to the Debentureholders.

On August 4, 2023, Jackpot made its first payment to the Debentureholders in the aggregate amount of US\$700,000.

In respect to the outstanding Convertible debentures (June 2020), the Company entered into a debt settlement agreement with a creditor on October 10, 2023, and issued 1,333,425 common shares in the capital of the Company at the price of \$0.075 per share representing full and final settlement of the Company's debt totaling \$100,007.

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, 2023:

For the Quarterly Periods ended		December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
Total Revenues	\$	493,250	478,028	501,187	589,642
Net loss and comprehensive loss for the period	\$	(748,944)	(1,551,989)	(754,738)	(222,525)
Weighted Average		133,030,383	132,059,302	131,990,071	131,959,302
Basic and diluted loss per common share	\$	(0.01)	(0.01)	(0.01)	(0.00)

For the Quarterly Periods ended		December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Total Revenues	\$	440,199	379,436	341,605	269,980
Net loss and comprehensive loss for the period	\$	(1,050,416)	(1,543,620)	(1,378,908)	(1,150,108)
Weighted Average		130,226,365	108,196,227	106,003,714	88,130,864
Basic and diluted loss per common share	\$	(0.01)	(0.01)	(0.01)	(0.01)

Fourth Quarterly Results (December 31, 2023)

During the three months [fourth quarter] period ended December 31, 2023:

- The Company had a net loss and comprehensive loss of \$748,944 or \$0.01 per share as compared to a net loss and comprehensive loss of \$1,050,416 or \$0.01 per share in the same three months [fourth quarter] period of 2022. The decrease is mainly due to the increase of table sale revenue.
- The Company's total revenues were \$493,250 as compared to total revenues of \$440,199 in the same three months [fourth quarter] period of 2022. The increase is mainly due to the increase of table sale.
- The Company's total operating and other expenses were \$1,518,918 as compared to total operating and other expenses of \$1,444,608 in the same three months [fourth quarter] period of 2022. The decrease is mainly due to the decrease in Legal, accounting and audit fees.

Material Accounting Policies

All of the Company's material accounting policies and estimates are included in Note 4 of the Company's annual consolidated audited financial statements for the years ended December 31, 2023 and 2022.

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 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.

- ***Licensing***

The Company is reliant on successfully obtaining regulatory and licensing approvals in the jurisdictions that it operates or plans to operate in.

- ***Floor Space***

The Company may encounter floor space availability for its gaming product due to market demand/competition with other gaming products in the gaming industry.

- ***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 changes, the Company may have difficulty meeting customer demand or hold a costly raw material in inventory until the demand is met which impacts the 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. The next generation Jackpot Blitz® is compliant with the applicable requirements of GLI-11, GLI-12, GLI-13, GLI-16, GLI-21 and GLI-24.

Related Party Transactions

The Company shares office space and certain expenses with 37 Capital Inc. ("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 director 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.

In respect to the Non-Convertible Secured Debentures issued to 30 Rock Management Inc. ("30 Rock"), for further particulars, please see Note 15 (Loans Payable and Debentures) Audited Financial Statements for the year ended December 31, 2023 and 2022. 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.

On July 1, 2020, Kalpakian Bros. of B.C. Ltd. ("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. The Company is related to Kalpakian Bros. by virtue of the fact that Kalpakian Bros. is owned by the President & CEO of the Company.

As at December 31, 2023, due from related parties consists of \$82,328 (December 31, 2022 - \$62,828) receivable from 37 Capital for rent and shared office expenditures paid on behalf of 37 Capital.

As at December 31, 2023, due from related parties consists of \$1,076 (December 31, 2022 - \$nil) receivable from Yo Eleven for certain office expenditures.

As at December 31, 2023, due from related parties consists of \$34,351 (December 31, 2022 - \$nil) receivable from Yo Eleven for a promissory note bearing interest at the rate of 10%.

As at December 31, 2023, there is \$7,104 (December 31, 2022 - \$57,311) due from key management which is included in the due from related party balance.

Yo Eleven is related to the Company by virtue of the fact that Yo Eleven has certain common directors and officers as that of the Company.

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, 2023 and 2022 is as follows:

	2023	2022
Management fees	\$ 396,000	\$ 396,000
Salaries and benefits	162,664	155,984
Share-based payments	4,909	6,892
	563,573	558,876

Transaction with 37 Capital Inc.

During January 2021, pursuant to a debt settlement agreement dated December 11, 2020, the Company acquired 597,380 common shares of 37 Capital with a total fair value of \$328,559 in settlement of outstanding debt in the amount of \$149,345. As a result, the Company recorded a gain on debt settlement of \$179,214 during the year ended December 31, 2021. As at December 31, 2023, the Company owns 607,377 common shares or approximately 4.42% (December 31, 2022 – 10.57%) of 37 Capital's issued and outstanding shares. As of the date of this MD&A, the Company has approximately 4.42% of 37 Capital's issued and outstanding shares.

Office Support Services

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 expires on September 30, 2024. Either Jackpot or 37 Capital may terminate this agreement by giving each other a three months' notice in writing.

Office Lease

Effective as of May 1, 2018, 37 Capital pays 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.

As at December 31, 2023, due from related parties consists of \$82,328 receivable from 37 Capital for rent and shared office expenditures and other expenses paid on behalf of 37 Capital.

During the year ended December 31, 2023, the Company charged 37 Capital for rent and shared office expenditures in the amount of \$24,000 (December 31, 2022: \$24,000).

On August 18, 2023, the Company entered into a Sublease Agreement with a third party for certain premises in Vancouver, BC comprising a total of area of approximately 5,314 sq. ft. commencing on January 1, 2024 and shall expire on August 30, 2027. The Company has paid a deposit of \$35,171.

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, promissory note, loans payable and interest payable approximate their carrying values due to the short-term maturity of these instruments. The lease liability, deferred royalty liability, 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; and
- 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, 2023 and 2022 are as follows:

	2023	2022
Cash and Cash Equivalents consist of:		
Cash	\$ 82,698	\$ 84,039
Term deposit	17,250	17,250
	\$ 99,948	\$ 101,289

As at December 31, 2023, the Company had a cashable term deposit of \$17,250 (2022 - \$17,250) readily convertible into cash, maturing August 6, 2024 with an annual interest rate of 2.70%.

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, 2023, the Company had one customer that represented 74% (2022 - 95%) of total revenue. As at December 31, 2023, the Company had receivables from this customer representing 98% (2022 - 95%) of total trade receivables. In addition, as at December 31, 2023, allowance for doubtful accounts is \$nil (2022 - \$nil) and the Company’s accounts receivable are due within 60 days of December 31, 2023.

As at December 31, 2023, due from related party (37 Capital) was \$82,328 (2022 - \$62,828) which is non-interest bearing and has no fixed repayment terms.

As at December 31, 2023, due from related party (Yo Eleven) was \$35,427 which included the following components:

- (i) \$1,076 (2022 - \$nil) which is non-interest bearing and has no fixed payment terms
- (ii) \$34,351 (2022 - \$nil) which bore interest at the rate of 10% and was due on November 10, 2023.

As at December 31, 2023, due from related party (key management) was \$7,104 (2022 - \$57,311) which is non-interest bearing and has no fixed repayment terms.

(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, 2023, the Company has cash and cash equivalents of \$99,948 (2022 - \$101,289) available to apply against short-term business requirements and current liabilities of \$7,929,836 (2022 - \$11,236,391). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of December 31, 2023. As at December 31, 2023, all of the Company’s debentures have maturity dates within one year to five years. The deferred royalty liability is payable quarterly over a period of five years, with remaining undiscounted payments of \$396,780 (US\$300,000) at December 31, 2023 (2022 - \$406,320 (US\$300,000)). Undiscounted lease payments of \$1,051,910 are due within one year to four 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 for 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, 2023 and 2022, the Company is exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in US dollars:

	Held in US dollars (stated in Canadian dollars)	
	2023	2022
Cash	\$ 74,210	\$ 7,990
Accounts receivable	325,953	301,085
Accounts payable and accrued liabilities	(1,791,403)	(531,974)
Deferred royalty liability	(352,244)	(329,334)
Interest payable	(2,884,869)	(2,539,889)
Non-convertible secured debentures	(2,199,384)	(2,905,887)
Net financial liability	\$ (6,827,737)	\$ (5,998,009)

Based upon the above net exposure as at December 31, 2023 and assuming all other variables remain constant, a 7% (2022 - 7%) depreciation or appreciation of the US dollar relative to the Canadian dollar would result in a change of approximately \$477,942 (2022 - \$419,861) 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, 2023, the interest rate on the promissory note, 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.

Off-balance sheet arrangements

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

Capital Stock

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

Outstanding Share Data as at April 29, 2024	Common shares	Number of Preferred Shares	Exercise (\$) Price per common share	Expiry Dates
Issued and Outstanding	133,392,727	Nil		
Warrants	163,712,923*/**		\$0.10 - \$5.00	September 2, 2024 – August 14, 2028
Stock Options	8,105,000		\$0.08 - \$0.20	October 20, 2024 -- - February 12, 2027
Fully Diluted as at April 29, 2024	305,210,650			

*6,439,656 are trading on the TSX-V under the symbol "JJ.WT.B" expiring on September 26, 2024.

**80,992,192 are trading on the TSX-V under the symbol "JJ.WT.C" expiring on November 20, 2025.

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 is experiencing ongoing demand and interest in Jackpot Blitz® ETGs and is benefitting from an ongoing macrotrend toward automation in the casino industry.

The Company continues to pursue its business development activities aimed at increasing customer uptake of its Jackpot Blitz® ETGs. A key indicator of the Company's success will depend on its ability to obtain vendor licensing from the various regulatory agencies in a timely and efficient manner, as well as securing product certification for additions of content or features to its Jackpot Blitz® ETG.

The Company is scheduling several deployments of its next-generation newly designed Jackpot Blitz ® ETGs to various land-based casinos throughout 2024.

The Company continues to focus upon establishing its Jackpot Blitz ® footprint in regulated land-based casinos in the United States, Canada and other markets.

The Company has now obtained several GLI certifications for the next generation Jackpot Blitz®. The next generation Jackpot Blitz® ETG features functionalities such as Ticket-In-Ticket-Out ("TITO") and Slot Accounting System ("SAS") protocol integration. These features capture the needs of casino operators, and it is expected to significantly increase the number of casinos that are willing and able to install Jackpot Blitz® ETGs onto their casino floors. Management is optimistic that, now that GLI-11 certification has been obtained, it should increase the Company's revenues.

The Company is in negotiations/discussions with multiple partners, including tribal, commercial and government agencies who have expressed interest in the Company's Jackpot Blitz® ETG tables. Any consummated transaction will be subject to regulatory approval.