



**JACKPOT DIGITAL INC.**

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD AT 11:00 AM PST ON THURSDAY, SEPTEMBER 16, 2021**

You are receiving this notification as Jackpot Digital Inc., (the “**Company**”) has decided to use the notice and access notification model for delivery of meeting materials to its shareholders for its 2021 Annual General and Special Meeting to be held at 11:00 am PST on Thursday, September 16, 2021 (the “**Meeting**”). This Notice of Meeting is prepared under the notice-and-access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer*. Under notice and access, shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the “**Information Circular**”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly and helps reduce the costs of paper, printing and mailing charges of Meeting materials to shareholders.

**MEETING DATE AND TIME:** Thursday, September 16, 2021 at 11:00 AM PST

**LOCATION:** Boughton Law Corporation  
700 - 595 Burrard Street  
Vancouver, BC V7X 1S8

**SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:**

1. **Set the Number of Directors:** To set the number of directors of the Company for the ensuing year at four (4). Please refer to the section titled “FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS” in the Information Circular.
2. **Election of Directors:** To elect four (4) directors of the Company for the ensuing year. Please refer to the sections titled “FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS” and “INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT” in the Information Circular.
3. **Appointment of Auditor:** To appoint Smythe LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year and to authorize the directors to fix their remuneration. Please refer to the section titled “APPOINTMENT AND REMUNERATION OF AUDITOR” in the Information Circular.
4. **Approval of Plan of Arrangement:** To pass a special resolution of the shareholders to approve an arrangement under the *Business Corporations Act* (British Columbia) (the “**Arrangement**”), which involves, among other things, the distribution to the Company’s non-dissenting shareholders of common shares of the Company’s wholly-owned subsidiary Yo Eleven Gaming Inc. (“**Yo Eleven**”) on the basis of one common share of Yo Eleven for every five common shares of the Company held of the effective date of the Arrangement, and the transfer of online gaming assets to Yo Eleven, as more fully described in the accompanying Information Circular. Please refer to the section titled “THE ARRANGEMENT” in the Information Circular.

5. **Approval of Yo Eleven's Stock Option Plan:** To approve Yo Eleven's 10% rolling stock option plan. Please refer to the section titled "PARTICULARS OF OTHER MATTERS TO BE ACTED UPON" in the Information Circular.
6. **Re-Approval of Jackpot's Stock Option Plan:** To re-approve the Company's 10% rolling stock option plan. Please refer to the section titled "PARTICULARS OF OTHER MATTERS TO BE ACTED UPON" in the Information Circular.
7. **Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information regarding the use of discretionary authority to vote on any such other business may be found in the section titled "VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES" in the Information Circular.

Reference is made to the Information Circular of the Company dated August 13, 2021 which contains additional details concerning the matters outlined above.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.**

**WEBSITE WHERE MEETING MATERIALS ARE POSTED:**

Materials for the Meeting (the ("Meeting Materials")) may be viewed on the Company's website at [www.jackpotdigital.com](http://www.jackpotdigital.com).

The Meeting Materials may also be viewed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com)

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:**

Shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting Materials should be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting Materials in advance of the proxy cut-off date and Meeting date. Shareholders who wish to receive paper copies of the Meeting Materials may request copies by calling toll-free at 1-888-605-8227 or by emailing [info@jackpotdigital.com](mailto:info@jackpotdigital.com). Meeting Materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting date. Requests may be made up to one year from the date that the Information Circular was filed on SEDAR. To receive a copy of the Meeting Materials after the Meeting date, please contact the business office at Tel: (604) 681-0204 ext 6107.

**VOTING:**

*Registered shareholders* are asked to return their proxies using one of the following methods at least one business day in advance of the proxy cut-off date as set out in the accompanying proxy:

Internet: [www.investorvote.com](http://www.investorvote.com)

Telephone: 1-866-732-VOTE (8683) Toll Free

Mail: Computershare Investor Services Inc. Proxy Department  
100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1

Non-registered shareholders are asked to use the voting instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about this Notice and Access Notification can email the Company at [info@jackpotdigital.com](mailto:info@jackpotdigital.com).