



## JACKPOT DIGITAL ANNOUNCES PRIVATE PLACEMENT

Vancouver, British Columbia – February 7, 2022 – Jackpot Digital Inc. (the “Company” or “Jackpot”) (TSXV: JJ) (TSX-V: JJ.WT.B) (TSX-V: JJ.WT.C) (US OTCQB: JPOTF) announces that the Company intends to conduct a non-brokered private placement to raise gross proceeds of \$975,000 at the price of \$0.09 per unit through the issuance of 10,833,333 units of the Company (the “Private Placement”). Each unit shall consist of one common share and one common share purchase warrant (a “Warrant”). The Private Placement is subject to TSX Venture Exchange approval (the “Exchange”). Each Warrant shall entitle the holder to acquire one common share of the Company at the price of \$0.10 per common share until November 20, 2025 (the “Private Placement Warrants”). The Private Placement Warrants will have the same terms and conditions as the warrants that were issued by the Company pursuant to the rights offering which completed on November 20, 2020 (the “Rights Offering Warrants”). There may be finder’s fees payable in respect to the Private Placement.

Subject to Exchange approval, the Company intends to list the Private Placement Warrants on the Exchange, which listing will be on the same terms and conditions as the Rights Offering Warrants and will not become effective until the statutory four-month hold period in respect of the Private Placement Warrants has expired.

The funds from the Private Placement will be utilized towards the purchase of materials for the production of the Company’s Jackpot Blitz™ electronic tables (“ETGs”), regulatory licensing fees for new jurisdictions, a market awareness campaign and for general working capital.

The securities that may be issued in connection with the Private Placement shall include a four-month and a day hold period in accordance with applicable securities laws.

An Insider intends to participate in the Private Placement. The issuance of units to the Insider pursuant to the Private Placement is considered to be a related party transaction subject to TSX-V Policy 5.9 and Multilateral Instrument 61-101. Jackpot intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under section 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101 on the basis that participation in the Financing by the Insider will not exceed 25% of the fair market value of the Corporation's market capitalization.

Furthermore, the announced Financing in the Company’s news release dated December 21, 2021, has been cancelled.

### **About Jackpot Digital Inc.**

Jackpot Digital Inc. is a leading electronic table games manufacturer for the cruise ship industry and regulated casino industry. The Company specializes in multiplayer gaming products, including poker and

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casino games, which are complemented by a robust suite of backend tools for operators to efficiently control and optimize their gaming business.

For more information on the Company, please contact Jake H. Kalpakian, President and CEO, at (604) 681-0204 ext. 6105, or visit the Company's website at [www.jackpotdigital.com](http://www.jackpotdigital.com).

On behalf of the Board of Jackpot Digital Inc.,

*"Jake H. Kalpakian"*

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Jake H. Kalpakian President & CEO

*Trading in the securities of the Company should be considered speculative.*

*The TSX Venture Exchange has neither approved nor disapproved the contents of this news release.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.*

*Certain statements contained herein are "forward-looking". Forward-looking statements may include, among others, statements regarding future plans, projected financings, costs, objectives, economic or technical performance, or the assumptions underlying any of the foregoing. In this News Release, words such as "may", "would", "could", "will", "likely", "enable", "feel", "seek", "project", "predict", "potential", "should", "might", "objective", "believe", "expect", "propose", "anticipate", "intend", "plan", "plans", "estimate", and similar words are used to identify forward-looking statements. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied. 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 as the plans, assumptions, intentions or expectations upon which they are based might not occur.*

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