



JACKPOT DIGITAL ANNOUNCES THE CLOSING OF THE FIRST TRANCHE OF THE CONVERTIBLE DEBENTURE FINANCING

Vancouver, British Columbia, June 3, 2025 - Jackpot Digital Inc. (the "Company" or "Jackpot") (TSX-V: JJ) (TSX-V:JJ.WT.C) (US OTCQB: JPOTF) (Frankfurt Exchange: LVH3) announces that further to the Company's News Release dated April 14, 2025, Jackpot has closed the first tranche of the Debenture Financing for aggregate gross proceeds of CAD\$1,989,675. The debentures bear interest at the rate of 10% per annum and are convertible at the conversion price of CAD\$0.075 per share in the first year and at the conversion price of CAD\$0.10 per share in the first, second and fourth years. The Company has also issued an aggregate of 26,529,000 share purchase warrants exercisable at CAD\$0.10 per share for a period of four years.

In connection with the first tranche closing, the Company paid a finder's fee of CAD\$2,500 and issued 33,333 non-transferable share purchase warrants exercisable at CAD\$0.10 per share for a period of two years to an arm's length party. All the securities issued are subject to the statutory hold period expiring on October 3, 2025. All warrants issued are also subject to acceleration provision.

The proceeds from the financing will be utilized towards the establishment of a U.S. office, increasing the size of the tech team, cover regulatory licensing fees and related expenses in multiple jurisdictions, industry product certifications and for general working capital.

Due to investor demand, the Company expects to close the remaining portion of the Debenture Financing by June 30, 2025.

One of the debentureholders is a Trust, whose trustee is an insider of the Company. This transaction is considered a related party transaction within the meaning of Multilateral Instrument 61-01 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemption from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101. No new insiders and or control persons were created in connection with the first tranche closing.

About Jackpot Digital Inc.

A positive disruptor in the casino business, Jackpot Digital is a leading manufacturer of dealerless multiplayer electronic poker tables for the cruise ship and land-based regulated casino industries. The Company specializes in dealerless poker which is complemented by a robust suite of backend tools for casino operators to efficiently control and optimize their poker business.

Jackpot Digital Inc.

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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.

On behalf of the Board of Jackpot Digital Inc.

"Jake H. Kalpakian"

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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