Rights Offering Notice
Filed pursuant to National Instrument 45-106

The securities offered hereby have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**'), or the securities laws of any state of the United States. This Rights Offering notice does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States, and the securities offered herein may not be offered or sold in or into the United States or to, or for the account or benefit of, U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws, or pursuant to an exemption from such registration requirements. In this notice, the terms "United States" and "U.S. Person" are used as defined in Regulation S under the U.S. Securities Act.

JACKPOT DIGITAL INC.

Notice to Shareholders – November 25, 2026

The purpose of this notice is to advise holders of common shares ("**Common Shares**") of Jackpot Digital Inc. (the "**Company**" or "**Jackpot**") of a proposed offering of rights ("**Rights**") of the Company (the "**Rights Offering**").

References in this notice to we, our, us and similar terms mean to the Company. References in this notice to you, your and similar terms mean to the Company's shareholders. In this notice, and unless otherwise indicated, references to “$” or “dollars” are to the lawful currency of Canada.

1. Who can participate in the Rights Offering?

The Company is issuing to Eligible Holders (defined below) as at the close of business (4:30 p.m. Toronto, ON time) on Friday, November 27, 2026 (the "**Record Date**") transferable Rights to subscribe for units of the Company (the “**Units**”), comprised of one common share and one transferable share purchase warrant (the "**Warrants**") per Unit, on the terms set forth in this notice.

2. Who is eligible to receive Rights?

The Rights will be offered to registered shareholders (the "**Eligible Holders**") only in each province and territory of Canada (the "**Eligible Jurisdictions**"). You will be presumed to be resident in the place shown in our records as your registered address, unless the contrary is shown to our satisfaction.

This notice is not to be construed as an Offering of the Rights, nor are the Common Shares and Warrants underlying any Units issuable upon exercise of the Rights offered for sale, in any jurisdiction outside the Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions (the "**Ineligible Holders**").

Ineligible Holders will not receive a DRS Statement (as described below), but will be sent a letter describing how Ineligible Holders may, in the Company’s sole discretion, participate in the Rights Offering. If you do not satisfy the Company of your eligibility to participate in the Rights Offering on or before Tuesday, December 15, 2026, Computershare Investor Services Inc. (the "**Rights Agent**") will attempt, on a best efforts basis, to sell your Rights on the TSX Venture Exchange (the "**TSXV**") on or

before Tuesday, December 22, 2026, which is the expiry date of the Rights (the "**Expiry Date**"). The Rights Agent's ability to sell the Rights, and the prices obtained for the Rights, are dependent on market conditions. The proceeds received by the Rights Agent, if any, from the sale of the Rights, net of any applicable costs, expenses and taxes will be divided among the Ineligible Holders on a pro rata basis according to the total number of Common Shares held by them on the Record Date.

3. How many Rights are we offering?

We are offering an approximate total of 314,523,499 Rights.

4. How many Rights will you receive?

We are offering each Eligible Holder one Right for every one Common Share held as at the Record Date of Friday, November 27, 2026.

5. What does one Right entitle you to receive?

Each Right will entitle an Eligible Holder to purchase one unit (a "**Unit**") at a price of $0.015 per Unit (the "**Basic Subscription Privilege**") until 4:30 p.m. (Toronto, ON time) on the Expiry Date of Tuesday, December 22, 2026, or such earlier time on the Expiry Date as may be required by the Rights Agent pursuant to their internal procedures. Each Unit will consist of one Common Share and one Warrant. Each Warrant will entitle the holder to purchase one additional Common Share at a price of $0.05 until 4:30 p.m. (Toronto, ON time) on the date that is three (3) years from the date of issuance of the Warrant. The Company will have the right to accelerate the expiry date of the Warrants to a date that is not the less than 30 days following delivery of notice of acceleration to holders of Warrants if, at any time, the volume weighted average trading price of the Common Shares equals or exceeds $0.10 for a period of 10 consecutive trading days on TSXV.

Any Eligible Holder who exercises all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Units at the subscription price (the "**Additional Subscription Privilege**"). The Units available under the Additional Subscription Privilege will be those Units issuable under the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by 4:30 p.m. (Toronto, ON time) on Tuesday, December 22, 2026.

Any Eligible Holder who exercises their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.

6. How will you receive your Rights?

Registered Eligible Holders — If you are a registered holder of Common Shares, a Direct Registration System Statement (a "**DRS Statement**") representing the total number of Rights which you are entitled to as at the Record Date will be sent to you by mail.

Beneficial Eligible Holders — You are a beneficial holder of Common Shares if you hold your Common Shares through a securities broker or dealer, bank or trust company or other participant (a "**Participant**") in the book-based system administered by CDS Clearing and Depository Services Inc. ("**CDS**") in Canada or The Depositary Trust Company ("**DTC**") in the United States. The total number of Rights to which all beneficial Eligible Holders as at the Record Date are entitled will be issued to and deposited with CDS following the Record Date. If you are a beneficial Eligible Holder, we expect you will receive a confirmation of the number of Rights issued to you from the applicable Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry

accounts for Participants holding Rights. Participants may have an earlier deadline than the Expiry Date for receipt of instructions and payment from a beneficial Eligible Holder.

7. When and how can you exercise your Rights?

If you are a registered Eligible Holder who receives a DRS Statement, you must complete and deliver your DRS Statement and the attached subscription form, together with the applicable payment, before 4:30 p.m. (Toronto, ON time), or such earlier time as may be required by the Rights Agent pursuant to their internal procedures, on Tuesday, December 22, 2026.

if you are a beneficial Eligible Holder, you should arrange exercises, transfers, or purchases of Rights through your Participant as soon as possible to allow the Participant and Rights Agent sufficient time for their internal procedures.

8. **Who are the Standby Guarantees?**

Two persons have agreed to act as standby guarantors to purchase up to a total 302,523,499 Units that are not purchased by the holders of Rights in connection with the Offering, such that the Company will be guaranteed to issue 302,523,499 Units under the Rights Offering, for total gross proceeds of $4,537,852.49**.** The standby guarantors are: the Lyle A Berman Revocable Trust, of which Lyle A. Berman, an insider of the Company, is the trustee; and Kape Capital Inc., a consultant to the Company, which is wholly owned by Christopher Kape. Even though there is no minimum subscription for Units under the Offering, the standby guarantors are bound by their standby commitment.

As consideration for their standby commitments, the Company will issue non-transferable bonus warrants to the standby guarantors entitling them to purchase up to a total 75,630,875 Common Shares at a price of $0.05 per Common Share for three years after the date on which performance by the standby guarantors could be required.

If any standby guarantor does not fulfill their standby commitment to purchase any or all of their portion of the Units that have not been purchased by holders of Rights, the Company will still complete the Rights Offering and will issue the total number of Units that have been subscribed for.

9. What are the next steps?

This notice contains key information that you should know about the Company. You can find more details in our Rights Offering Circular. To obtain a copy, visit the Company's profile on the SEDAR+ website at www.sedarplus.ca, visit the Company's website at www.jackpotdigital.com, ask your Participant for a copy or contact Maria Arenas at (604) 681-0204 extension 6107. You should read the Rights Offering Circular, along with the Company's continuous disclosure record on SEDAR+, to make an informed decision regarding your Rights.

DATED November 25, 2026

JACKPOT DIGITAL INC.

/s/ *"Jake H. Kalpakian"*

Jake H. Kalpakian, President & CEO