PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION BEFORE 4:30 P.M. (TORONTO, ON TIME) ON TUESDAY, DECEMBER 22, 2026.

This rights offering circular is prepared by management. No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this circular. Any representation to the contrary is an offence.

This is the circular we referred to in the November 25, 2026 rights offering notice, which you should have already received. Your rights certificate and relevant forms were enclosed with the rights offering notice. This circular should be read in conjunction with the rights offering notice and our continuous disclosure prior to making an investment decision.

Rights Offering Circular **November 25, 2026**

JACKPOT DIGITAL INC.

OFFERING OF RIGHTS TO SUBSCRIBE FOR UNITS AT A PURCHASE PRICE OF $0.015 PER UNIT

References in this circular to we, our, us and similar terms mean to Jackpot Digital Inc. (the "**Company**"). References in this circular to you, your and similar terms mean to holders of the Company's common shares (the "**Common Shares**"). Unless otherwise indicated, references herein to "$" or "dollars" are to Canadian dollars.

We have a working capital deficiency of $4,951,232 as of June 30, 2026. We currently have sufficient working capital to last two months. We require 100% of the Offering to be subscribed. If 100% of the Offering is subscribed, the available funds on closing will significantly reduce the working capital deficiency.

SUMMARY OF THE RIGHTS OFFERING

Why are you reading this circular?	We are issuing to the registered holders of our outstanding Common Shares on the close of business on Friday, November 27, 2026 (the "**Record Date**") and who reside in a province or territory of Canada (the "**Eligible Jurisdictions**") an approximate total 314,523,499 transferable rights ("**Rights**") to subscribe for an approximate total 314,523,499 units of the Company ("**Units**") on the terms described in this circular (the "**Offering**"). The purpose of this circular is to provide you with detailed information about your rights and obligations in this Offering. You should read this circular together with the rights offering notice sent to the Company's shareholders.

What is being offered?	Each holder of Common Shares on the Record Date who resides in an Eligible Jurisdiction will receive one Right for every one Common Shares held.
Who is eligible to receive Rights?	The Rights are offered only to the Company's shareholders who reside in Eligible Jurisdictions (the "**Eligible Holders**"). Shareholders will be presumed to reside in the place shown on their registered address, unless the contrary is shown to our satisfaction. Neither the rights offering notice nor this circular is to be construed as an offering of the Rights, nor are the securities issuable upon exercise of the Rights, offered for sale in any jurisdiction outside of Eligible Jurisdictions or to shareholders who reside in any jurisdiction other than the Eligible Jurisdictions (the "**Ineligible Holders**"). Instead, Ineligible Holders will be sent a letter advising them that their Rights will be held by Computershare Investor Services Inc. (the "**Rights Agent**"), located at 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6 (the "**Subscription Office**"), who will hold such Rights as agent for the benefit of all such Ineligible Holders.
What does one Right entitle you to receive?	Each Right entitles you to subscribe for one Unit upon payment of the Subscription Price (called the "**Basic Subscription Privilege**"). Each Unit will consist of one Common Share and one transferable share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase one additional Common Share for $0.05 until 4:30 p.m. (Toronto, ON time) on the date that is three years from the date of issuance of the Warrant or such earlier time as may be required by Computershare Trust Company of Canada (the "**Warrant Agent**") pursuant to their internal procedures (the "**Warrant Expiry Date**"). No fractional Common Shares will be issued. 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 TSX Venture Exchange (the "**TSXV**"). If you exercise your Basic Subscription Privilege in full, you will also be entitled to subscribe pro rata for Units (the "**Additional Units**") not otherwise purchased, if any, under the Basic Subscription Privilege (called the "**Additional Subscription Privilege**").
What is the subscription price?	$0.015 per Unit (the "**Subscription Price**").
When does the offer expire?	On Tuesday, December 22, 2026 (the "**Expiry Date**") at 4:30 p.m. (Toronto, ON time) or such earlier time on the Expiry Date as may be required by the Rights Agent pursuant to their internal procedures (the "**Expiry Time**").

What are the significant attributes of the Rights issued under the Offering and the securities to be issued upon the exercise of the Rights?	Each Right entitles you to subscribe for one Unit upon payment of the Subscription Price. We are authorized to issue an unlimited number of Common Shares, of which, as at the date of this circular, 314,523,499 are issued and outstanding. Holders of Common Shares are entitled to dividends if, as and when declared by our directors, to one vote per share at meetings of our shareholders and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Common Shares. The Warrants will be issued under a warrant indenture (the "**Warrant Indenture**"). Each Warrant will be exercisable to purchase one Common Share at a price of $0.05 per Common Share at any time before 4:30 p.m. (Toronto, ON time), or such earlier time as may be required by the Warrant Agent pursuant to their internal procedures, on the Warrant Expiry Date. The Warrant Indenture provides for adjustment in the number of Warrant Shares issuable upon exercise of the Warrants and/or exercise price per security upon the occurrence of certain events, and the Warrant Indenture may be amended, all of which are described in the Warrant Indenture available in the Company's public disclosure documents on SEDAR at www.sedarplus.ca.
What are the minimum and maximum number or amount of Common Shares and Warrants that may be issued under the Offering?	An approximate maximum of 314,523,499 Units comprised of an approximate maximum of 314,523,499 Common Shares and an approximate maximum of 314,523,499 Warrants will be issued under the Offering. There is no minimum number of Units that may be issued under the Offering.
Where will the Rights and the Common Shares and Warrants issuable upon the exercise of the Rights be listed for trading?	The Common Shares are listed on the TSXV under the trading symbol "JJ". The rights will trade on the TSXV under the trading symbol "JJ.RT" until 12:00 p.m. (Toronto, ON time) on Tuesday, December 22, 2026. The Warrants, when issued, are also expected to be listed on the TSXV, subject to the Company satisfying the distribution requirements of the TSXV that at least 75 public shareholders hold at least one board lot each of the Warrants. Listing of the Warrants has not yet been approved by the TSXV and receipt of the TSXV's approval is not guaranteed as of the date of this Circular.

FORWARD-LOOKING STATEMENTS

This circular contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that we believe, expect or anticipate will or may occur in the future are forward looking statements. These forward-looking statements reflect our current expectations, anticipations or beliefs based on information currently available to us. Forward-looking statements in this circular include, without limitation, statements with respect to: our expectations and anticipations regarding the estimated costs of the Offering; the net proceeds to be available upon completion; the use of proceeds from the Offering; the availability of funds from sources other than the

Offering; the listing of the Common Shares and the Warrants on the TSXV; and our ability to continue as a going concern.

The forward-looking statements are based on a number of key expectations and assumptions made by the Company's management relating to the Company including, but not limited to: the completion of the Offering; the estimated costs of the Offering; the estimated amount of funds raised under the Offering; and the anticipated operating expenses of the Company for the 12 month period following the Expiry Date.

Forward-looking statements are subject to a number of risks and uncertainties that may cause the Company's actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, uncertainties relating to the availability and cost of funds; closing of the Offering; delays in obtaining or failure to obtain required approvals to complete the Offering; the uncertainty associated with estimating costs to completion of the Offering, including those yet to be incurred; uncertainties related to the success of the Company's business; dilution of the shareholdings of shareholders who do not exercise all of their Rights under the Offering; irrevocability of the exercise of Rights by a shareholder; the Subscription Price is not necessarily an indication of value; if an Eligible Holder fails to follow the subscription procedure for the Offering and abide by the subscription deadline their subscription may be rejected; and other risks and uncertainties related to the Company's business, and the Offering, including those described in the Company's public disclosure documents on SEDAR+ at www.sedarplus.ca.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although we believe that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

NEITHER THIS RIGHTS OFFERING NOR THE COMMON SHARES AND WARRANTS ISSUABLE IN CONNECTION WITH THE RIGHTS OFFERING HAVE BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "**SEC**") OR THE SECURITIES REGULATORY AUTHORITIES IN ANY STATE OF THE UNITED STATES, NOR HAS THE SEC OR THE SECURITIES REGULATORY AUTHORITIES IN ANY STATE OF THE UNITED STATES PASSED UPON THE FAIRNESS OR MERITS OF THIS RIGHTS OFFERING OR UPON THE ADEQUACY OF THE INFORMATION CONTAINED IN THIS RIGHTS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Rights, the Units issuable upon exercise of the Rights, the Common Shares and Warrants comprising the Units, and the Common Shares issuable upon exercise of the Warrants, have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**"), or applicable state securities laws. Shareholders of the Company who are in the United States or who are "**U.S. persons**" (as such terms are defined in Regulation S under the U.S. Securities Act) cannot participate in the Offering unless such shareholder can provide evidence satisfactory to the Company, that such shareholder is an "accredited investor" ("**Accredited Investor**") within the meaning of Rule 501(a) of Regulation D promulgated under the U.S. Securities Act ("**Regulation D**") in a manner that

satisfies the requirements of Rule 506(c) of Regulation D. See "*How to exercise the Rights – Who is eligible to receive Rights and Are there restrictions on the resale of securities?*" in this circular.

Any such securities issued to Shareholders in the United States or who are U.S. persons will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act; may not be offered, sold, pledged or transferred, directly or indirectly, except pursuant to an available exemption or exclusion from the registration requirements of the U.S. Securities Act and applicable state securities laws, and such Shareholders; certificates or Direct Registration System statements representing such securities will bear a legend to such effect; and prior to any such sale, pledge or transfer of such securities, the Shareholder may be required to deliver to the Company evidence of exemption, in form an substance reasonably satisfactory to the Company, which evidence may be required to be an opinion of counsel of recognized standing, to the effect that such sale, pledge or transfer does not require registration under the U.S Securities Act.

The Warrants may be exercised only in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable state securities. Prior to the issuance of Common Shares upon the exercise of Warrants, the holder thereof will be required to provide a legal opinion, or other evidence (such as evidence of Accredited Investor status that satisfies the requirements of Rule 506(c) of Regulation D), in form and substance reasonably satisfactory to the Company, to the effect that the issuance of such Common Shares does not require registration under the U.S. Securities Act.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Rights Offering?

Assuming the exercise of all Rights, the maximum net proceeds to the Company from the Offering will be approximately $4,632,852.49 after deducting estimated expenses of $85,000 associated with the Offering.

		Assuming 100% of offering ($)
A	Amount to be raised by this offering	4,717,852.49
B	Selling commissions and fees	Nil
C	Estimated offering costs (e.g., legal, Rights Agent, accounting)	85,000
D	Available funds: D = A - (B+C)	4,632,852.49
E	Additional sources of funding required	N/A
F	Total: F = (D+E)	4,632,852.49

As at June 30, 2026, the Company's working capital deficiency was $4,951,232.

The available funds will not eliminate or significantly reduce our current working capital deficiency. We expect however that our working capital deficiency will decrease in the 12 months following closing of the Offering due to an anticipated increase in revenues and repayment of certain liabilities during that period. There can be no assurance however that our revenues will increase to the extent anticipated or at all.

How will we use the available funds?

The net proceeds from the Offering will be used for the purposes set out in the table below.

Description of intended use of available funds listed in order of priority	**Assuming 100% of Offering ($)**
Payment of accrued interest to debentureholders	1,263,000
Repayment of loan debenture to ICETIME Inc.	1,950,000
General working capital	1,419,852.49
Total: Equal to F in the available funds in chart above	4,632,852.49

The Company issued convertible debentures in 2024 and 2025, which have accrued interest totaling $1,263,000 as of June 30, 2026 to be paid out of the proceeds of the Offering. The proceeds from these debentures were used to repay older debentures issued in 2015 and 2016 ("**2015/2016 Debentures**"), which at the time enabled the Company to fund its acquisition of its electronic poker table business. Of the 38 debentureholders whose outstanding interest owed under their debentures will be paid from the proceeds, only one debenture holder is a non-arm's length party and that is the Lyle A. Berman Revocable Trust of which Lyle Berman is the trustee. Mr. Berman is an insider of the Company by virtue of owning or controlling 10% or more of the Company's current issued shares. The Lyle A. Berman Revocable Trust has agreed to provide a standby commitment to purchase up to 271,856,832 Units not purchased by the holders of Rights. The amount of interest to be paid to the Lyle A. Berman Revocable Trust from the proceeds is $144,789.83.

In 2025, the Company issued a $1,950,000 loan debenture to ICETIME Inc. to complete the early and final repayment of the 2015/2016 Debentures. This restructuring and early repayment benefited the Company, resulting in significant interest cost savings to the Company. The repayment of $1,950,000 to ICETIME Inc. from the Offering proceeds will significantly improve the Company's working capital.

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

The Company's short term liquidity requirements for the nine months following the Offering are estimated at $1,150,000. We are seeking to raise additional funds through one or more debt or equity financings in the next 12 months. The Company also anticipates that multiple scheduled installations of products will occur in next one to two months which would increase revenues. In addition, we are engaged in active discussions with peer gaming companies interested in distributing our products.

There are material uncertainties that cast significant doubt upon the Company's ability to continue as a going concern.

The Company has outstanding debts and liabilities and at this time has limited revenues. There can be no assurance that sufficient funding will be available to the Company to continue its operations for an extended period of time. There can be no assurance that we will be successful in receiving sufficient revenues or securing any financings over the 12 months following the completion of the Offering.

See "*Forward-Looking Statements*" in this circular and the Company's management discussion and analysis related to its financial statements filed on SEDAR+ at www.sedarplus.ca for a more detailed

summary of risk factors that could negatively affect Jackpot's future revenues or ability to secure additional equity or debt financings. The risk factors described in the management discussion and analysis should be given special consideration when evaluating an investment in any of the Company's securities:

How long will the available funds last?

The Company anticipates that the available funds will last for nine months. See *"How will we use the available funds?"* in this circular related to certain risk factors and the Company's need for more cash in the short term and the long term to maintain operations and fund development activities. **There are material uncertainties that cast significant doubt upon the Company's ability to continue as a going concern.**

INSIDER PARTICIPATION

Will insiders be participating?

Jake H. Kalpakian, President, CEO and a director, who owns or controls 1,147,802 Common Shares, and Lyle A. Berman, an insider of the Company, who owns or controls 56,108,828 Common Shares may participate in the Offering by exercising all or a portion of their Basic Subscription Privilege or any Additional Subscription Privilege. The information as to the intention of the Mr. Kalpakian and Mr. Berman is not within the Company's knowledge and has been provided by the insiders. Mr. Kalpakian and Mr. Berman intend to exercise all or a portion of their Rights and subscribe for Units in the Offering. We can give no assurance that any other insiders of the Company will subscribe for any Units in the Offering.

Who are the holders of 10% or more of our securities before and after the Rights Offering?

To the knowledge of our directors and officers, as of the date of this circular and before the Offering, Mr. Berman beneficially owns, directly or indirectly, or controls or directs more than 10% of the voting rights attached to all outstanding Common Shares.

Name of Security Holder	Number of securities held directly or indirectly before the Offering and percentage of outstanding Common Shares	Number of securities directly or indirectly held after the Offering and percentage of outstanding Common Shares after the Offering
Lyle A. Berman	56,108,828 Common Shares (17.84%)[1] 74,384,973 Warrants[2]	112,217,656 Common Shares (17.84%) 130,493,801 Warrants

(1) Of these Common Shares, 49,591,575 Common Shares are held through Lyle A. Berman Revocable Trust, and 6,517,253 Common Shares are held through Theresa Berman 2012 Trust, both of which are trust companies in which Lyle A. Berman is the trustee.

(2) Of these warrants, 67,867,720 warrants are held through the Lyle A. Berman Revocable Trust, and 6,517,253 warrants are held through the Theresa Berman 2012 Trust.

DILUTION

If you do not exercise your Rights, by how much will your security holdings be diluted?

If you wish to retain your current percentage ownership of the Common Shares, you should exercise your Rights and pay the Subscription Price for the Common Shares to which you are entitled to subscribe for under the Basic Subscription Privilege. If you do not exercise your Rights or elect to sell or transfer your Rights, the value of the Common Shares currently held by you will be diluted as a result of the exercise of Rights by others.

Assuming you hold 1,000,000 Shares, and if you do not exercise any of your Rights and the Offering is fully subscribed for, your shareholdings will be diluted by 50%.

STANDBY COMMITMENTS

Who are the standby guarantors and what are the fees?

In connection with the Offering the following persons (the "**Standby Guarantors**") have agreed to provide a standby commitment 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**.**

Name of Standby Guarantor	Number of Units Committed to Purchase	Amount of Commitment
Kape Capital Inc.(1)	30,666,667	$460,000.00
Lyle A. Berman Revocable Trust(2)	271,856,832(3)	$4,077,852.49
Total	**302,523,499**	**$4,537,852.49**

(1) Kape Capital Inc. is a company wholly owned by Christopher Kape.
(2) Lyle A. Berman is the trustee of the Lyle A. Berman Revocable Trust. Mr. Berman is an insider of the Company and owns or controls 17.84% of the total issued Common Shares.
(3) Mr. Berman may purchase Units directly or indirectly.

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 as set out in the table below, entitling them to purchase up to a total 75,630,875 Common Shares, being 25% of the total number of Units the Standby Guarantors have committed to purchase, 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.

Name of Standby Guarantor	Maximum Number of Bonus Warrants
Kape Capital Inc.	7,666,667
Lyle A. Berman Revocable Trust	67,964,208
Total	**75,630,875**

Standby Guarantors who receive Rights as a shareholder on the Record Date will not receive bonus warrants for exercising their Basic Subscription Privilege or, if applicable, Additional Subscription Privilege. If a Standby Guarantor exercises none of his or its Rights or exercises only a portion of his or

its Rights, then the number of bonus warrants that will be issued to the Standby Guarantor will be reduced in accordance with the Exchange's policy.

The Standby Guarantors may terminate their obligation under the standby commitment if, among other things:

1. there is a material adverse change in the business of Jackpot before closing of the Offering;
2. the Company is in material default of its obligations under the Standby Guarantee Agreement;
3. any closing conditions are not satisfied;
4. the Common Shares or the Rights are delisted or halted or suspended for more than five business days; or
5. the Offering is terminated or cancelled.

If there are any Units not purchased by holders of Rights, the amount of the Units required to be purchased by the Standby Guarantors will be allocated among the Standby Guarantors on a pro rata basis. 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.

Have we confirmed that the Standby Guarantors have the financial ability to carry out their standby commitments?

Jackpot has confirmed that the Standby Guarantors have the financial ability to carry out its standby commitments.

What are the security holdings of the Standby Guarantors before and after the Rights Offering?

Name of Standby Guarantor	Number of securities held directly or indirectly before the Offering and percentage of outstanding Common Shares	Number of securities directly or indirectly held after the Offering and percentage of outstanding Common Shares if the Standby Guarantor takes up the entire standby commitment
Kape Capital Inc.	0 Common Shares (0%) 0 Warrants	30,666,667 Common Shares (4.88%) 38,333,334 Warrants
Lyle A. Berman Revocable Trust	56,108,828 Common Shares (17.84%)(1) 74,384,973 Warrants(2)	384,074,488 Common Shares (61.06%) 470,314,841 Warrants

(1) Of these Common Shares, 49,591,575 Common Shares are held through the Lyle A. Berman Revocable Trust and 6,517.253 Common Shares are held through the Theresa Berman 2012 Trust, both of which are trusts in which Lyle A. Berman is the trustee.

(2) Of these Warrants, 67,867,720 warrants are held through the Lyle A. Berman Revocable Trust and 6,517,253 warrants are held through the Theresa Berman 2012Trust.

MANAGING DEALER AND SOLICITING DEALER

Who is the managing dealer or soliciting dealer and what are its fees?

The Company has not retained any party to solicit subscriptions for Units pursuant to the Offering.

HOW TO EXERCISE THE RIGHTS

Subscriptions for Units made in connection with this Offering either directly or through a Participant will be irrevocable.

How does a shareholder that is a registered holder participate in the Offering?

If you are a registered holder of Common Shares in an Eligible Jurisdiction, a Direction Registration System Statement (a "**DRS Statement**") representing the total number of transferable Rights to which you are entitled as at the Record Date will be mailed to you with a copy of the rights offering notice and the subscription form. To exercise the Rights represented by the Rights Certificate, you must complete and deliver the subscription form and the DRS Statement, together with payment, according to the instructions set out below. Rights not exercised before the Expiry Time will be void and of no value. The method of delivery is at the discretion and risk of the holder of the Rights Certificate and delivery to the Rights Agent will only be effective when actually received by the Rights Agent at its Subscription Office. See "*Appointment of Rights Agent - Who is the Rights Agent?*". Rights Certificates and payments received after the Expiry Time will not be accepted.

In order to exercise your Rights you must:

1. ***Complete the Subscription Form attached to your DRS Statement.*** The maximum number of Rights that you may exercise under the Basic Subscription Privilege (Box 1) is shown on the front page of the DRS Statement. If you complete the Box 1 so as to exercise some but not all of the Rights evidenced by the DRS Statement, you will be deemed to have waived the unexercised balance of such Rights, unless you otherwise specifically advise the Rights Agent at the time the DRS Statement and subscription form is surrendered to the Rights Agent.

2. ***Additional Subscription Privilege.*** Complete and sign Box 2 on the subscription form only if you also wish to participate in the Additional Subscription Privilege. See "*How to exercise the Rights? - What is the Additional Subscription Privilege and how can you exercise this privilege?*" in this circular.

3. ***Enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.*** To exercise your Rights you must pay $0.015 per Unit. In addition to the amount payable for any Units you wish to purchase under the Basic Subscription Privilege, you must also pay the amount required for any Units you subscribe for under the Additional Subscription Privilege.

4. ***Delivery.*** Deliver or mail the completed subscription form and payment in the enclosed return envelope addressed to the Rights Agent so that it is received by the Subscription Office of the Rights Agent set forth below before the Expiry Time. If you are mailing your documents, registered mail is recommended. Please allow sufficient time to avoid late delivery.

The signature of the holder must correspond exactly with the name that appears on DRS Statement.

Signatures by a trustee, executor, administrator, guardian, attorney, officer of a company or any person acting in a fiduciary or representative capacity should be accompanied by evidence of authority satisfactory to the Rights Agent. We will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance of any subscription in our sole discretion. Subscriptions are irrevocable. We reserve the right to reject any subscription if it is not in proper form or if the acceptance of the subscription or the issuance of Units for the subscription could be unlawful. We also reserve

the right to waive any defect in respect of any particular subscription. Neither we nor the Rights Agent is under any duty to give any notice of any defect or irregularity in any subscription, nor will we be liable for the failure to give any such notice.

How does a security holder that is not a registered holder participate in the Rights Offering?

You are a beneficial Eligible Holder if you hold your Common Shares through a securities broker or dealer, bank or trust company or other participant (each, a "**Participant**") in the book-based system administered by CDS Clearing and Depository Services Inc. ("**CDS**") in Canada or The Depository 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 CDS and will be deposited with CDS following the Record Date. We expect that each beneficial Eligible Holder will receive a confirmation of the number of Rights issued to it from its 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.

Neither we nor the Rights Agent will have any liability for (i) the records maintained by CDS or DTC or Participants relating to the Rights or the book-entry accounts maintained by them, (ii) maintaining, supervising or reviewing any records relating to such Rights, or (iii) any advice or representations made or given by CDS or Participants regarding the rules and regulations of CDS or DTC or any action to be taken by CDS or DTC or Participants.

If you are a beneficial Eligible Holder:

1. To exercise your Rights held through a Participant, you must instruct your Participant to exercise all or a specified number of such Rights, and forward to such Participant, the Subscription Price for each Unit that you wish to purchase.

2. You may subscribe for Additional Units under the Additional Subscription Privilege by instructing your Participant to exercise the Additional Subscription Privilege in respect of the number of Additional Units you wish to subscribe for, and forwarding to such Participant the Subscription Price for such Additional Units requested.

Any excess funds will be returned to the relevant Participant for the account of the beneficial holder, without interest or deduction.

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.

Can I combine, exchange or divide my Rights Certificate?

Rights may be combined, divided or exchanged by delivering your DRS Statement, accompanied by appropriate instructions or a completed Transfer Form (as defined below), to the Subscription Office listed under the heading "*Appointment of Rights Agent - Who is the Rights Agent?*" Rights must be surrendered for division, combination or exchange by such date as will permit new Rights to be issued and used by the holder of the Rights before the Expiry Time.

Who is eligible to receive Rights?

No offering outside of Eligible Jurisdictions

The Rights are being offered to Eligible Holders only in each of the provinces and territories of Canada. Shareholders will be presumed to be resident in the place of their registered address, unless the contrary is shown to the satisfaction of the Company. This circular is not to be construed as an offering of the Rights, nor are the Units issuable upon exercise of the Rights offered for sale, in any jurisdiction outside the Eligible Jurisdictions or to holders of Common Shares who are residents of any jurisdiction other than the Eligible Jurisdictions.

Ineligible Holders may not acquire Rights or the Units issuable upon exercise of the Rights unless approved by the Company.

We will not issue or forward Rights to Ineligible Holders unless they are Approved Ineligible Holders (as defined below). Ineligible Holders will be presumed to be resident in the place of their registered address.

Ineligible Holders will be sent the rights offering notice, for information purposes only, together with a letter advising them that their Rights will be held by the Rights Agent. An Ineligible Holder, either registered or beneficial, may apply to the Company to claim their Rights by providing documentation confirming that the delivery of their Rights, and the exercise of their Rights, is lawful and complies with all applicable securities laws, and other laws, in the jurisdiction where the Ineligible Holder resides. If such documentation is acceptable to the Company, in its sole discretion, the Company may provide notice to the Rights Agent that such Ineligible Holder is an approved ineligible holder (an "**Approved Ineligible Holder**") and instruct the Rights Agent to deliver the Rights to the Approved Ineligible Holder. The Rights, and any Units that may be issued upon the exercise of the Rights, may be endorsed with restrictive legends according to applicable securities laws.

An Ineligible Holder that (1) (i) is a direct or indirect holder with an address of record in the United States and who is an Accredited Investor and who provides evidence to such effect, in a form which satisfies, in the sole discretion of the Company, the requirements of Rule 506(c) of Regulation D, which may require the Ineligible Holder to provide to us all or any combination of: (a) an Internal Revenue Service Form that reports such Ineligible Holder's income for the most recent two years; (b) bank statements and other statements of securities holdings, certificates of deposit or tax assessments; (c) a consumer report from a United States nationwide consumer reporting agency; (d) written confirmation from a United States registered broker-dealer, an investment adviser registered with the SEC, a licensed United States attorney or an accountant as to whether such Ineligible Holder is an Accredited Investor; (e) any other information we deem necessary to confirm the Ineligible Holder's status as an Accredited Investor in order to comply with Rule 506(c) of Regulation D; or (ii) is outside the Eligible Jurisdictions and the United States; and (2) satisfies us that such offering to and subscription by such Approved Ineligible Holder or transferee is lawful and in compliance with all applicable securities and other laws may have its Rights Certificates issued and forwarded by the Rights Agent upon direction from us.

A holder of Rights not resident in an Eligible Jurisdiction holding on behalf of a person resident in an Eligible Jurisdiction may be able to exercise the Rights provided the holder provides an investor letter, satisfactory to us, on or before Tuesday, December 15, 2026 representing to us that the beneficial purchaser is resident in an Eligible Jurisdiction and satisfying us that such subscription is lawful and in compliance with all securities and other applicable laws (an "**Approved Eligible Holder**"). Participants receiving Rights on behalf of beneficial Ineligible Holders will be instructed by CDS not to permit the exercise of such Rights unless the holder is an Approved Eligible Holder.

The Rights Agent will hold the Rights of Ineligible Holders until Tuesday, December 22, 2026. If you do not satisfy the Company as to your eligibility to participate in the Rights Offering on or before Tuesday, December 15, 2026, the Rights Agent will, prior to the Expiry Time, attempt to sell such Rights on the TSXV, on a best efforts basis. The Rights Agent's ability to sell the Rights, and the prices obtained for the Rights, are dependent on market conditions. The Rights Agent will not be subject to any liability for failure to sell any Rights held for the benefit of Ineligible Holders at any particular price or prices, or at all. The proceeds received by the Rights Agent, if any, from the sale of the Rights delivered to it, 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. The Rights Agent will mail cheques to the Ineligible Holders at their addresses appearing in the records of the Rights Agent for their respective proportions of those net proceeds, subject to any applicable taxes which must be withheld for particular Ineligible Holders, provided that the Rights Agent will not be required to make any such payment to any Ineligible Holder if the amount owing to such holder is less than $10.00. Such amount will be used by the Company to offset a portion of the remuneration of the Subscription Agent for its services.

Holders of Rights who are not resident in Canada should be aware that the purchase and sale of Rights or Common Shares or Warrants may have tax consequences in the jurisdiction where they reside, which are not described in this circular. Accordingly, such holders should consult their own tax advisors about the specific tax consequences in the jurisdiction where they reside of acquiring, holding and disposing of Rights or Common Shares or Warrants.

What is the Additional Subscription Privilege and how can you exercise this privilege?

Registered holders of Rights

If you exercise all of your Rights under the Basic Subscription Privilege, you may subscribe for additional Units under the Additional Subscription Privilege (the "**Additional Units**") that have not been subscribed and paid for under the Basic Subscription Privilege.

If you wish to exercise the Additional Subscription Privilege, you must first exercise your Basic Subscription Privilege in full by completing Box 1 on the subscription form for the maximum number of Units that you may subscribe for and also complete Box 2 on the subscription form, specifying the number of Additional Units desired. Send the purchase price for the Additional Units under the Additional Subscription Privilege with your DRS Statement to the Rights Agent. The purchase price is payable in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc. These funds will be placed in a segregated account pending allocation of the Additional Units, with any excess funds being returned by mail without interest or deduction.

If the total number of Additional Units subscribed for by those who exercise their Additional Subscription Privilege is less than the number of available Additional Units, each such holder of Rights will be allocated the number of Additional Units subscribed for under the Additional Subscription Privilege.

If the total number of Additional Units subscribed for by those who exercise their Additional Subscription Privilege exceeds the number of available Additional Units, each such holder of Rights will be entitled to receive the number of Additional Units equal to the lesser of:

1. the number of Additional Units subscribed for by the holder under the Additional Subscription Privilege; and

2. the product (disregarding fractions) obtained by multiplying the aggregate number of Additional Units available through unexercised Rights by a fraction, the numerator of which is the number of Rights previously exercised by the holder and the denominator of which is the total number of Rights previously exercised by all holders of Rights who have subscribed for Additional Units under the Additional Subscription Privilege.

As soon as practicable after the Expiry Date, the Rights Agent will mail to each holder of Rights who completed Box 2 on the subscription form for the Common Shares and Warrants comprised in the Additional Units which that holder has purchased and will return to the holder any excess funds paid for the subscription of Additional Units by such holder under the Additional Subscription Privilege, without interest or deduction.

Beneficial holders of Rights

If you are a beneficial holder of Rights through a Participant in CDS and you wish to exercise your Additional Subscription Privilege, you must deliver your payment and instructions to the Participant sufficiently in advance of the Expiry Time to allow the Participant to properly exercise the Additional Subscription Privilege on your behalf.

How does a Rights holder sell or transfer Rights?

Registered holders of Rights

The Rights will trade on TSXV under the trading symbol “JJ.RT” until 12:00 p.m. (Toronto, ON time) on Tuesday, December 22, 2026. If you do not wish to exercise your Rights, you may sell or transfer them directly or through a Participant, such as your stockbroker or investment dealer, at your expense, subject to any applicable resale restrictions. See “*How to exercise the Rights – Are there restrictions on the resale of securities?*” You may elect to exercise only a portion of your Rights and dispose of the remainder, or dispose of all your Rights. Any commission or other fee payable in connection with the exercise or any trade of Rights (other than the fee for services to be performed by the Rights Agent as described in this circular) is the responsibility of the holder of such Rights. Depending on the number of Rights a holder may wish to sell, the commission payable in connection with a sale of Rights could exceed the proceeds received from such sale.

Additional Rights may also be purchased by a shareholder of the Company through a Participant.

Eligible Registered Holders of Rights in Canada may, instead of exercising their Rights to subscribe for Units, sell or transfer their Rights to any person in Canada (a "**transferee**") by completing a Transfer Form and delivering this with a copy of the DRS Statement to the Rights Agent, who will subsequently provide the Rights to the transferee.

If you wish to transfer your Rights other than through the facilities of the TSXV, complete a securities transfer form (the "**Transfer Form**"), have the signature guaranteed by an "eligible institution" to the satisfaction of the Rights Agent, and deliver the Rights Certificate to the transferee. For this purpose, eligible institution means a Canadian Schedule 1 chartered bank, a major trust company in Canada, a member of the Securities Transfer Agents Medallion Program (STAMP), or a member of the Stock Exchange Medallion Program (SEMP). Members of these programs are usually members of a recognized stock exchange in Canada or members of the Canadian Investment Regulatory Organization.

It is not necessary for a transferee of Rights to obtain a DRS Statement to exercise the Rights or the Additional Subscription Privilege, but the signature of the transferee on Boxes 1 and 2 must correspond exactly with the name of the transferee shown on the Transfer Form. If the Transfer Form is properly completed, the Company and the Rights Agent will treat the transferee as the absolute owner of the Rights for all purposes and will not be affected by notice to the contrary. Rights which are so completed should be delivered to the transferee in ample time for the transferee to use it before the Expiry Time.

Beneficial holders of Rights

If you hold Common Shares through a Participant, you must arrange for the exercise, transfer or purchase of Rights through that Participant.

When can you trade securities issuable upon the exercise of your Rights?

The Common Shares issuable upon the exercise of your Rights will be listed on the TSXV under the trading symbol "JJ" and will be available for trading following the Expiry Date. Listing and trading of the Warrants issuable on exercise of the Rights will require the approval of the TSXV upon application by the Company after the Expiry Date. The Warrants must meet the TSXV's public distribution requirement to be allowed to trade on the TSXV.

Are there restrictions on the resale of securities?

Rights, the Common Shares and Warrants issuable upon exercise of such Rights, and the Common Shares issuable on exercise of the Warrants that are distributed to shareholders and Warrantholders in the Eligible Jurisdictions may be resold without hold period restrictions under the applicable securities laws of the Eligible Jurisdictions provided that: (i) the sale is not by a "control person" of the Company; (ii) no unusual effort is made to prepare the market or create a demand for the securities being resold; (iii) no extraordinary commission or consideration is paid to a person or company in respect of the resale; and (iv) if the selling security holder is an insider or officer of the Company, the selling security holder has no reasonable grounds to believe that the Company is in default of securities legislation.

The Rights, the Units, the Common Shares and Warrants issuable on exercise of the Rights, and the Common Shares issuable on exercise of the Warrants, have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States. Accordingly, any such securities issued to an Approved Ineligible Holder in the United States or who is a U.S. person, will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act and subject to restrictions on transfer under the U.S. Securities Act. See "*Notice to Shareholders in the United States*".

Each holder is urged to consult their professional advisor to determine the exact conditions and restrictions applicable to the right to trade in securities.

Will we issue fractional underlying securities upon exercise of the Rights?

No, the Company will not need to issue fractional Common Shares and Warrants upon the exercise of Rights because one Right entitles the holder to acquire one Common Share and one Warrant.

APPOINTMENT OF RIGHTS AGENT

Who is the Rights Agent?

Computershare Investor Services Inc. is the Rights Agent for Offering. The Rights Agent has been appointed to receive subscriptions and payments from holders of Rights and to perform the services relating to the exercise and transfer of the Rights.

What happens if we do not receive funds from the Standby Guarantors?

We have entered into an agreement with the Rights Agent under which the Rights Agent will return the money held by it to holders of Rights that have already subscribed for Units under the Offering, if we do not receive funds from the Standby Guarantors.

ADDITIONAL INFORMATION

Where can you find more information about the Company?

You can find more information about the Company on SEDAR+ at www.sedarplus.ca in the Company's continuous disclosure documents. You can also find additional information about us at http://www.jackpotdigital.com.

MATERIAL FACTS AND MATERIAL CHANGES

There is no material fact or material change about the Company that has not been generally disclosed.