

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Carlyle Entertainment Ltd. (the "Issuer").

Trading Symbol: OLG

Number of Outstanding Listed Securities: 64,443,399

Date: February 7, 2017

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. **This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies.** If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

At present, the Company earns all of its revenue through a licensing agreement with a third party service provider (the "Operator"). The Operator handles the payments received from and payouts to the Company's online gaming customers. The Operator pays the Company a marketing commission consisting of the residual funds after deducting its operating expenses from the "net win" amount. See 15 below.

2. Provide a general overview and discussion of the activities of management.

Management has continued to explore development of the business in a number of areas: alternative payment solutions providers, expansion of games available from mobile app providers and game license holders and potential additional licensed territories. Announcements regarding any agreements with such parties are anticipated. As of February 6, 2017 the Company moved its Executive Office to 170 Meeting Street Charleston, SC 29401

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

No new Products

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

No discontinued Products

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

No new relationships or contracts entered into

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

No change or cancellation in contracts or agreements

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the

disposition was to a Related Person of the Issuer and provide details of the relationship.

N/A

8. Describe the acquisition of new customers or loss of customers.

The nature of the Issuers underlying business is that online customers turn over regularly with a steady increase of new customers.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

N/A

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

N/A

11. Report on any labour disputes and resolutions of those disputes if applicable.

N/A

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

N/A

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

No indebtedness other than in working capital fluctuation in the normal course of business.

14. Provide details of any securities issued and options or warrants granted.

N/A

15. Provide details of any loans to or by Related Persons.

The Company has financed its shortfall in cash flow from operations to date primarily through related party advances and the issuance of common shares.

16. Provide details of any changes in directors, officers or committee members.

N/A

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

The interactive gaming business is progressively moving into markets around the world, changing the model of the gaming industry as many consumers turn to the internet to play on sports, slots, or play cards. Despite potential political and legislative restrictions, the interactive gambling industry is experiencing a favourable trend whereby numerous

jurisdictions are in the process of liberalizing gaming regulation in response to the internet's global reach.

Gaming operation is subject to extensive scrutiny and regulation at all levels of government, both domestic and foreign, including, but not limited to, federal, state, provincial and local authorities. Accordingly, Carlyle will only conduct business in jurisdictions where gaming is legal. Recent world-wide trends in interactive gaming is moving towards a licensed and regulated environment.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated February 7, 2017.

Sandy Masselli
Name of Director or Senior
Officer



Signature

Director, CEO

Official Capacity

Issuer Details Name of Issuer Carlyle Entertainment Ltd.	For Month End January 2017	Date of Report YY/MM/D 17/02/07
Issuer Address		
City/Province/Postal Code Charleston 170 Meeting Street Charleston, SC 29401	Issuer Fax No. (843)574-8972	Issuer Telephone No. (843)574-8977
Contact Name Sandy Masselli	Contact Position CEO	Contact Telephone No. (843)574-8977
Contact Email Address m@carlylegaming.com	Web Site Address http://www.carlylegaming.ca/	