

FORM 51- 102F3
Material Change Report

Item 1 **Name and Address of Company**

Carlyle Entertainment Ltd. (the “Company”)
245 Park Avenue
New York, NY 10167

Item 2 **Date of Material Change**

September 2, 2016

Item 3 **News Release**

On September 2, 2016, the news release was forwarded to Stockwatch for dissemination. On September 6, 2016 the news release was filed on SEDAR.

Item 4 **Summary of Material Change**

Mr. Donald Gordon and Mr. David Jackson have resigned as directors of the Company effective September 2, 2016. The Company’s registered and records office address has been changed effective September 2, 2016.

Item 5 **Full Description of Material Change**

Mr. Donald Gordon and Mr. David Jackson have resigned as directors of the Company effective September 2, 2016. The Company’s registered and records office address has been changed effective September 2, 2016.

The Company changed its address from 440-890 West Pender St., Vancouver, B.C. V6C 1J9 to 245 Park Avenue, New York, NY 10167 effective September 2, 2016.

Item 6 **Reliance on Subsection 7.1 (2) or (3) of National Instrument**

N/A

Item 7 **Omitted Information**

N/A

Item 8

Executive Officer

The following executive officer for the Company is knowledgeable about this report and the material change disclosed herein:

Sandy Masselli

CEO, Director

m@carlylegaming.com

604-636-8565

Item 9

Date of Report

September 6, 2016