

## FORM 7

### MONTHLY PROGRESS REPORT

Name of CNSX Issuer: ESI ENTERTAINMENT SYSTEMS INC. (the "Issuer").

Trading Symbol: ESY

Number of Outstanding Listed Securities: 14,234,727

Date: June 4, 2009

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 the CNSX 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 CNSX.ca 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 CNSX 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.

**During May, 2009 the Issuer continued to develop its two principal lines of operation, namely the Citadel payment processing activities and the ESI Integrity division which designs and installs real-time transaction monitoring services in the regulated gaming field.**

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

**Management continues to follow leads to expand business opportunities for both of the Company's principal operating divisions. During May, 2009, Management was also extensively engaged in completing the audit of the financial statements for the fiscal year ended February 28, 2009, together with the associated Management's Discussion and Analysis and the detailed Annual Information Form. The audited financial statements, together with the MD&A and the AIF were duly filed with the Company's documents on SEDAR, at [www.sedar.com](http://www.sedar.com), and are also filed with the Company's documents in its CNSX Disclosure Hall.**

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 were developed or offered during May, 2009.**

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 products or services were discontinued during May, 2009.**

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.

**The Company continues to seek alliances with clients and customers for both its principal operating divisions. No material new relationships were entered during May, 2009.**

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.

**None**

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.

**None**

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

**None**

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.

**None**

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

**None**

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

**None**

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.

**None**

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

**None**

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

<b>Security</b>	<b>Number Issued</b>	<b>Details of Issuance</b>	<b>Use of Proceeds<sup>(1)</sup></b>
<b>NONE</b>			

*(1) State aggregate proceeds and intended allocation of proceeds.*

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

**None**

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

**None**

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

**The Company continues to be subject to influences flowing from the global economic slow-down, leading to a drop in potential customer demand for its products. Notwithstanding that influence, the Company's offerings continue to show positive growth potential.**

## 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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated June 4, 2009.

**Anthony B. Greening**

Name of Director or Senior Officer

"Tony Greening"

Signature

**Chairman/C.E.O.**

Official Capacity

<b>Issuer Details</b> Name of Issuer:  <b>ESI Entertainment Systems Inc.</b>		For Month End:  <b>May 31, 2009</b>	Date of Report YY/MM/D  <b>09/06/04</b>
Issuer Address  <b>4710 Kingsway, Suite 1500,</b>			
City/Province/Postal Code:  <b>Burnaby, BC V5H 4M2</b>		Issuer Fax No.  <b>(604) 299-3984</b>	Issuer Telephone No.  <b>( 604 ) 299-6922</b>
Contact Name:  <b>Anthony B. Greening</b>		Contact Position:  <b>Chairman/CEO</b>	Contact Telephone No.  <b>(604) 299-6922 x 298</b>
Contact Email Address: <a href="mailto:tgreening@esi.ca">tgreening@esi.ca</a>		Web Site Address <a href="http://www.esi.ca">www.esi.ca</a>	