

AFFINITY GAMING

AUDIT COMMITTEE CHARTER

AUTHORITY

The Board of Directors (the “Board”) of Affinity Gaming (the “Company”) established this Audit Committee (the “Committee”) at its meeting on January 21, 2011. This Charter was adopted by the Board of Directors on February 10, 2011 and amended by the Board on November 4, 2014, May 10, 2016 and May 31, 2017.

PURPOSE

The purpose of the Committee is to assist the Board in monitoring (i) the integrity of the Company’s financial reporting to any governmental or regulatory body, shareholders, other users of Company financial reports and the public; (ii) the Company’s systems of internal control over financial reporting and disclosure controls and procedures; (iii) the Company’s compliance with legal and regulatory requirements and the Company’s Code of Business Conduct and Ethics; and (iv) the qualifications, engagement, compensation, independence and performance of the registered public accounting firm that shall audit the annual financial statements of the Company (the “independent auditor”), its conduct of the annual audit of the Company’s financial statements and any other audit, review or attestation engagement, and its engagement to provide any other services. The Committee shall have general responsibility for surveillance of internal controls and accounting and audit activities of the Company.

ORGANIZATION AND MEMBERSHIP

The Committee shall consist of one (1) or more directors of the Company. Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly appointed, or until such member’s earlier resignation, death or removal by the Board. The Board may remove or replace any member at any time and for any reason, with or without cause. Any vacancy on the Committee shall be filled by the Board. The Committee’s chairperson (the “Chairperson”) shall be designated by the Board or, if it does not do so, the Committee members shall elect a Chairperson by vote of a majority of the Committee.

MEETINGS

The Committee shall meet periodically as deemed necessary by the Chairperson of the Committee to properly carry out its duties and responsibilities. Such meetings, at the Committee’s discretion, may be in person or by telephone or video conference. The Committee may also act by unanimous written consent. Unless otherwise provided in the Company’s Amended and Restated Articles of Incorporation or Amended and Restated Bylaws (in each case, as in effect from time to time), notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board.

Each member of the Committee shall have one vote. A majority of the members of the Committee shall constitute a quorum for a meeting, and the affirmative vote of a majority of the members present at a meeting at which a quorum is present, or the unanimous written consent of all of the members (as applicable), shall constitute the action of the Committee. The Committee may otherwise establish its own rules and procedures for notice and conduct of its meetings, provided such rules and procedures are not inconsistent with the Company’s Articles of Incorporation or Amended and Restated Bylaws (in each case, as in effect from time to time), this Charter, or federal or Nevada state law. The Chairperson, or in his or her absence a member designated by the Chairperson, will preside at each Committee meeting and set the agenda for the meetings. The Committee may include in its meetings

members of the Company's management or any other persons whose presence the Chairperson believes to be appropriate.

With such frequency as the Committee deems necessary, the Committee shall meet, separately, with senior financial management (without the independent auditor present), with a member of the internal audit function (without any other member of management present) and with the independent auditor (without any member of management present), so as to enhance the opportunity for the identification and discussion of all issues warranting Committee attention.

The Chairperson of the Committee (or other member of the Committee designated by the Chairperson or the Committee in the Chairperson's absence) shall periodically report to the Board on its proceedings and any actions that it takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

DUTIES AND RESPONSIBILITIES

The Committee's role is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. Accordingly, the Committee recognizes that the Company's management is responsible for preparing the Company's financial statements and that the Company's independent auditors are responsible for auditing those financial statements. Additionally, the Committee recognizes that financial management, including the internal audit staff, as well as the independent auditors, have more time, knowledge and detailed information with respect to the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function. These functions are set forth as a guide, with the understanding that the Committee may diverge from this guide as appropriate given the circumstances to the extent permitted by applicable law. In carrying out its responsibilities, the Committee believes that its policies and procedures should remain flexible to react to changing conditions.

Independent Auditors and Audit Process

- The Committee shall have the sole authority and responsibility to select and retain the independent auditors, and in connection therewith shall:
 - Consider such matters as (i) the experience and qualifications of the senior members of the independent auditors' team, (ii) the quality control procedures of the independent auditors, (iii) the independent auditors' audit plan and procedures and (iv) whether there should be a regular rotation of the firm acting as the Company's independent auditors; and
 - Request from the independent auditors annually a formal written statement delineating all relationships between the auditors and the Company consistent with Independence Board Standard Number 1.
- The Committee shall have the sole authority to review and determine the independent auditors' compensation and the proposed terms of their engagement.
- The independent auditors shall report directly to the Committee. The Committee shall review and discuss with the Company's independent auditors (i) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope and timing of the annual audit, (iv) any significant risks identified during the auditors' risk

assessment procedures and (v) when completed, the results, including significant findings, of the annual audit.

- The Committee shall establish guidelines for, and have (or designate one or more members of the Committee who shall have) the sole authority to approve, in advance, the retention of the independent auditors for any permissible non-audit service and the fee for such service.
- The Committee shall establish guidelines for the Company's hiring of employees or former employees of the independent auditors; provided that none of the chief executive officer, controller, chief financial officer, chief accounting officer nor any person serving in an equivalent position for the Company may have been employed by the independent auditors and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.
- The Committee shall select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

Financial Statements and Reporting

- The Committee shall review with management and the independent auditors the Company's audited financial statements to be included in the Company's Annual Report.
- The Committee shall review with management and the independent auditors the Company's interim financial results to be included in the Company's quarterly reports.
- The Committee shall review with the independent auditors on a periodic basis:
 - all critical accounting policies and practices to be used in connection with the Company's financial statements and reporting;
 - all alternative treatments of financial information under GAAP that have been discussed with management, the ramifications of such alternative treatments and the independent auditors' preferred treatment;
 - any problems or difficulties the auditors may have encountered in the course of their audit work;
 - any significant disagreements between the independent auditors and management of the Company;
 - any management or internal control letter issued (or proposed to be issued) by the auditors to the Company or any other material written communications between the auditors and management; and
 - the responsibilities, budget and staffing of the Company's internal audit function.
- The Committee shall obtain and review, at least annually, a report by the independent auditors describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.
- The Committee shall be responsible for the resolution of any disagreements between management and the independent auditors that arise in connection with the preparation of the Company's financial statements and the Company's financial reporting.

Internal Controls

- The Committee shall consider and discuss with management and the independent auditors the quality and adequacy of the Company's internal controls and internal audit procedures.
- The Committee shall review the internal auditors' annual and interim reports to the Committee.

- The Committee shall assure that procedures are in-place for the receipt, retention and treatment of complaints and allegations which are received by or otherwise come to the attention of the Company regarding accounting, internal accounting controls or auditing matters, illegal conduct or non-compliance with Company policies.
- The Committee shall assure that procedures are in-place for employees of the Company to report to the Committee, on an anonymous and confidential basis, concerns with respect to accounting or auditing matters.
- The Committee shall review any disclosures made to the Committee by the Company's CEO and CFO about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- The Committee shall consider policies with respect to risk assessment and risk management. The Committee shall consider the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Committee shall consider guidelines and policies to govern the policies by which risk assessment and management is undertaken.

GENERAL

The Committee shall report regularly to the Board, with such frequency as the Committee determines necessary. Such report shall review any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

The Committee shall review this Charter periodically, with such frequency as the Committee deems necessary, and recommend any proposed changes to the Board for approval, which changes to this Charter may only be made with the approval of the Board.

COMMITTEE RESOURCES

The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. The Committee shall have the authority, in its sole discretion, to select, retain, terminate and obtain advice and seek assistance from internal or external legal, accounting or other advisors to assist with the execution of its duties and responsibilities as set forth in this Charter, including sole authority to approve the fees and other retention terms of any such advisor, including the independent auditor, and the Company shall provide appropriate funding as determined by the Committee. In addition, the Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted February 10, 2011; Renamed November 8, 2011 and December 20, 2012; Amended on November 4, 2014, May 10, 2016 and May 31, 2017