

AFFINITY GAMING

COMPENSATION COMMITTEE CHARTER

AUTHORITY

The Board of Directors (the "Board") of Affinity Gaming (the "Company") established this Compensation Committee (the "Committee") at its meeting on January 21, 2011. This Charter was adopted by the Board on February 10, 2011 and amended by the Board on November 4, 2014.

PURPOSE

The Committee is appointed by the Board to: (i) review and approve corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer, evaluate the performance of the Company's Chief Executive Officer in light of those goals and objectives, and (either as a Committee or together with the other independent directors, as directed by the Board) determine and approve the Chief Executive Officer's compensation level based on this evaluation; (ii) make recommendations to the Board with respect to other executive officers' compensation, and incentive-compensation plans and equity-based plans that are subject to Board approval; (iii) make recommendations to the Board with respect to compensation, including equity-based compensation, payable to non-employee directors, (iv) produce a Committee report on executive officer compensation, and review and discuss with management the compensation discussion and analysis included with or accompanying such report, as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or Annual Report on Form 10-K filed with the SEC; and (v) evaluate on an annual basis the performance of the Committee, in each case, in accordance with applicable rules and regulations of the SEC and the listing standards established by the New York Stock Exchange ("NYSE") or the Nasdaq Stock Market ("NASDAQ") to the extent the Company is subject to such standards.

ORGANIZATION AND MEMBERSHIP

The Committee shall consist of two or more directors as may be fixed from time to time by the Board. So long as the Company is not listed on the NYSE or the NASDAQ or, if listed, is a "controlled company" as defined in the listing standards of the NYSE or the NASDAQ, as applicable, the Committee is not required to be comprised solely of independent directors. At such time as the Company is listed on the NYSE or the NASDAQ and is not a "controlled company" as defined in the listing standards of the NYSE or the NASDAQ, as applicable, and after any permissible phase-in period, each member of the Committee shall qualify as (a) an independent director and satisfy other requirements under the listing standards established by the NYSE or the NASDAQ to the extent the Company is subject to such standards, (b) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as in effect from time to time (the "Exchange Act") and (c) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as in effect from time to time, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

Each Committee member shall be appointed by the Board on the recommendation of the Governance and Nominating Committee and shall serve until his or her successor is duly appointed, or until such member's earlier resignation or removal. The Board may remove or replace any member of the Committee at any time and for any reason, with or without cause. Any vacancy on the Committee shall be filled by the Board on the recommendation of the Governance and Nominating Committee.

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. If the Board designates the Committee's Chairperson, the Board shall take into account the recommendations of the Governance and Nominating Committee.

The Committee may form and delegate authority to subcommittees of its members when appropriate.

MEETINGS

The Committee shall meet periodically as deemed necessary by the Chairperson of the Committee to properly carry out its responsibilities, but not less than once each year. Such meetings, at the Committee's discretion, may be in person or by telephone. The Committee may also act by unanimous written consent. Unless otherwise provided in the Company's 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. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present 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, federal or Nevada state law or the listing standards of the NYSE or the NASDAQ to the extent the Company is subject to such standards. 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. The Committee may meet in executive session outside the presence of the Company's executive officers. The Chief Executive Officer shall not be present during the Committee's voting or deliberations on the compensation of the Chief Executive Officer.

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 shall:

1. Establish and annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Company's Chief Executive Officer in light of these goals and objectives and (either as a Committee or with the other independent directors, as directed by the Board) determine and approve the compensation of the Company's Chief Executive Officer based on this evaluation (which shall take into account the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act and, in the case of any long-term incentive component, shall take into account the Company's performance and relative return to the Company's stockholders, the value of similar incentive awards to chief executive officers at comparable companies and the awards given by the Company to its Chief Executive Officer in past years);
2. Approve or make recommendations to the Board with respect to other executive officers' compensation (which shall take into account the results of the most recent Say on Pay Vote);
3. Annually review incentive-compensation plans and equity-based plans, administer and approve the granting of equity-based awards under such plans (which shall take into account the results of the most recent Say on Pay Vote) and exercise any duties specifically delegated to it under the terms of any such plan;
4. Review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees, directors or consultants of the Company and any modification of any such plan;
5. Review, approve and recommend to the Board the adoption of any non-equity-based incentive compensation plan for employees of or consultants to the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans;
6. Review, approve and recommend to the Board the adoption of any employee retirement plan and other material employee benefit plans, and any material modification of any such plans;
7. Review at least annually the Company's compensation policies and practices for executives, management employees and employees generally as they relate to the Company's risk-management practices;

8. Review, approve and recommend to the Board compensation policies and compensation plans, including equity compensation, applicable to non-employee directors;
9. With respect to any compensation consultant who has been engaged by the Committee to provide advice on the amount or form of executive or director compensation, review and approve any engagement of such consultant to provide any other services to the Company and review at least annually the nature of any services provided to the Company by any other compensation consultant who provided advice or recommendations on the amount or form of executive or director compensation to the Committee or to management as well as all remuneration provided to such consultant;
10. Review at least annually the level and type of perquisites and other personal benefits provided to the Company's executive officers, taking into account their levels of salary and other compensation, the value of similar benefits provided at comparable companies, the value of such benefits given to such officers in past years and the results of the most recent Say on Pay Vote;
11. Review and approve employment agreements, severance arrangements and change in control agreements and provisions, when and if appropriate, as well as any special supplemental benefits provided to the Company's executive officers;
12. In assessing the adequacy of executive compensation, consider the value of similar incentive awards to like positions at comparable companies;
13. Review the Company's policies on the tax deductibility of compensation paid to "covered employees" (as defined by Section 162(m)), and, as and when required, administer plans, establish performance goals and certify that performance goals have been attained for purposes of Section 162(m);
14. Monitor compliance with the prohibitions on loans to executive officers and directors under the Sarbanes-Oxley Act of 2002;
15. Periodically review, amend and approve equity interest ownership guidelines applicable to executives and employees, and determine any actions to take to ensure compliance therewith;
16. Produce an annual report regarding the Company's executive officer compensation to be included in the Company's annual proxy statement or Annual Report on Form 10-K, in accordance with applicable rules and regulations;
17. Annually review and discuss with management and, based on such review and discussion, determine whether to recommend to the Board the inclusion of, the compensation discussion and analysis to be included in the Company's annual proxy statement or Annual Report on Form 10-K, in accordance with applicable rules and regulations;

18. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement; and
19. Perform any other activities consistent with this Charter, the Company's Articles of Incorporation or Amended and Restated Bylaws (in each case, as in effect from time to time) and applicable laws, rules and regulations as the Committee or the Board deems necessary or appropriate.

In the execution of its duties and responsibilities, the Committee shall have the authority, in its discretion, to:

1. Obtain recommendations from executive officers with respect to various elements of compensation, including determining the employees other than the Company's senior executives to whom equity-based awards are granted and the amount of compensation paid to such employees;
2. Consult with the Company's executive officers to obtain performance results, legal and regulatory guidance and market and industry data; and
3. Consult with the Chief Executive Officer regarding the performance goals of the Company and of the Company's other executive officers.

PERFORMANCE EVALUATION

To the extent the Company is subject to the rules and regulations of the SEC or the listing standards established by the NYSE or the NASDAQ, and in accordance with such applicable rules, regulations and listing standards, the Committee shall (i) conduct an annual performance self-evaluation, which it shall conduct in such manner as it deems appropriate and (ii) review this Charter at least annually 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 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, including compensation consultants, 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, and the Company shall provide appropriate funding as determined by the Committee. In selecting any counsel, compensation consultant or other advisor (other than in-house legal

counsel or other internal advisor), the Committee must take into consideration specific independence factors identified in the listing standards established by the NYSE or the NASDAQ to the extent the Company is subject to such standards.

DISCLOSURE

A current, printable version of this Charter shall be made available on the Company's website, the availability and location of which shall be disclosed in the Company's annual proxy statement.

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