

**CHARTER  
FOR THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
FULL HOUSE RESORTS, INC.  
As of December 8, 2015**

**I. PURPOSE**

A. The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Full House Resorts, Inc., a Delaware corporation (the "Company") shall be (i) to propose, nominate and approve director nominees for election by the stockholders and for appointment by the Board to fill vacancies, (ii) to develop and maintain the Company's corporate governance policies, and (iii) to ensure the execution of any related tasks required under the federal securities laws.

**II. MEMBERSHIP**

A. **Member Appointment.** The Board will appoint the Committee members from time to time, and each member will serve at the Board's discretion. The Committee will be comprised of at least (3) independent directors affirmatively determined by the Board to satisfy the requirements of Nasdaq Rule 5605(a)(2) as an independent director ( an "Independent Director").

B. **Chairperson Appointment.** The Board may designate a Chairperson of the Committee (the "Chairperson"). If the Board does not appoint a Chairperson, the Committee may appoint a Committee member as chairperson by a majority vote of the full Committee.

C. **Removal.** The Board may remove a member from the Committee at any time; provided however, that if removing a member or members of the Committee would cause the Committee to have fewer than three (3) members, then the Board must at the same time appoint additional members to the Committee so that the Committee will have at least three (3) Independent Directors.

**III. MEETINGS**

A. **Frequency.** The Committee shall meet at least once each year. The Committee may establish its own meeting schedule, which it shall provide to the Board.

B. **Form of the Meetings.** Meetings may be in person, by telephone or other form of interactive real-time electronic communication.

C. **Notice of Meetings.** Notice of meetings will be given to each member, normally at least one day before the meeting. Any meeting at which all members are present will be a duly called meeting, whether or not such notice was given.

D. **Procedures.** A majority of the Committee members will constitute a quorum for the transaction of business and the vote of a majority of the members present at a meeting at which a

quorum is present will be the act of the Committee, unless in either case a greater number is required by this charter or the bylaws.

E. **Minutes.** The Committee shall maintain written minutes of its meetings, and shall report such minutes to the Board for inclusion in the corporate record.

F. **Reporting.** The Committee shall report to the Board on major items covered in Committee meetings, and shall provide written reports to the Board from time to time as appropriate.

#### IV. EXPERT ADVISORS – AUTHORITY AND COMPENSATION

A. **Expert Advisors.** In performing its responsibilities, the Committee shall have the authority to:

1. Form and delegate authority to one or more subcommittees when appropriate;
2. In its sole discretion, select, retain, seek the advice of a recruiting firm, and receive advice, reports or opinions from such recruiting firm;
3. In its sole discretion, select retain and seek the advice of external counsel or other expert advisors, and obtain advice, reports or opinions from such external counsel and other expert advisors;
4. Oversee the work of such recruiting firm, external counsel or other expert advisor; and
5. When necessary or advisable, terminate the services of such recruiting firm, external counsel or other expert advisor.

B. **Expert Advisor Independence.** The Committee shall affirmatively determine whether such recruiting firm, external counsel or other expert advisor has relationships with the Company that would impair the independence of such firm, external counsel or other expert advisor.

C. **Expert Advisor Compensation.** The Committee shall set the compensation for such recruiting firm, external counsel or other expert advisor selected by the Committee, and shall receive appropriate funding from the Company for the payment of such compensation, in each case as determined by the Committee.

#### V. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

A. **Board Nominees; Vacancies; Director Resignations**

1. Develop, and recommend to the Board for approval, standards for determining when a director has a relationship with the Company that would impair his or her independence;
2. Determine, and periodically review, specific, minimum qualifications and characteristics that the Committee believes must be met by a nominee approved by the Committee for a position on the Board, and (i) whether there are any specific qualities or skills that the Committee believes are necessary for one or more directors to possess, including such factors as business experience, skills, and knowledge with respect to gaming, finance, marketing, financial reporting, (ii) the overall diversity of the Board, and (iii) any other areas that may be expected to contribute to an effective Board;

3. Pursuant to the qualifications set forth by the Committee from time to time, identify, evaluate, propose, and approve nominees for election or appointment to the Board;
4. Determine and periodically review specific, minimum qualifications and characteristics that the Committee believes must be met by a director for a position on a Board committee and whether there are any specific qualities or skills that are necessary for one or more directors to possess in order to provide effective service on such Board committee;
5. Periodically review the Board's committee structure and composition, and evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, and the selection of Board committee chairpersons,
6. Consider and/or adopt a policy regarding the consideration of candidates for the Board recommended by stockholders, including, if adopted, procedures to be followed by stockholders in submitting recommendations;
7. Evaluate, propose, and approve any nominations of director candidates validly made by stockholders in accordance with such policy and applicable laws, rules, regulations;
8. Select and make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders;
9. If a vacancy on the Board or any Board committee occurs, identify, evaluate, propose and approve a candidate to fill such vacancy pursuant to the terms of the Company's Bylaws; and
10. Review and evaluate any director resignation letter.

**B. Governance.**

1. Develop and recommend to the Board, and review at least annually, a set of corporate governance guidelines applicable to the Company, and recommend changes to the Board as appropriate;
2. Oversee the Company's corporate governance practices and procedures, including identifying best practices and recommending for approval any changes to documents, policies and procedures within the Company's corporate governance framework, including the Company's Articles of Incorporation and Bylaws;
3. Review and discuss with management the Company's corporate governance practices, including information regarding the operations of this Committee and other Board committees, director independence, and director nominations processes;
4. Review this Charter periodically, identify best practices and recommend changes to the Charter to the Board as appropriate;
5. Develop, subject to Board approval, a process for periodic evaluation of the performance of this Committee, oversee the conduct of this evaluation, and present the results of such evaluation to the Board;
6. Develop, subject to Board approval, a process for periodic evaluation of the Board and the other Board committees and oversee the conduct of such evaluations;

7. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review such programs, and update such programs as appropriate; and
8. In connection with the disclosure required to be placed in the Company's proxy statement for its annual meeting of stockholders, review such disclosure and inform management whether changes to such disclosure are necessary or appropriate, regarding:
  - (i) the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders;
  - (ii) any minimum qualifications that the Committee believes must be met by nominees recommended by the Committee;
  - (iii) any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess;
  - (iv) the procedures to be followed by security holders in submitting director recommendations; and
  - (v) the policy of the Committee with regard to the consideration of director candidates recommended by security holders (collectively, the "Proxy Disclosure")
9. Recommend, in its final form, that the Proxy Disclosure be included in the Company's proxy statement or annual Form 10-K, as appropriate;
10. Develop, recommend to the Board for approval, and periodically review, the Company's Code of Business Ethics and Conduct, investigate any alleged breach or violation, and enforce the provisions of the Company's Code of Business Ethics and Conduct; and
11. Perform such other activities consistent with this Charter, the Company's Bylaws, and applicable laws, rules and regulations, as the Committee or the Board deems necessary or appropriate.

## **VI. INDEMNIFICATION**

The Company shall indemnify and hold harmless all Committee members to the fullest extent possible under applicable laws, the Articles of Incorporation and the Bylaws of the Company.