

CORPORATE COMPLIANCE & SECURITY COMMITTEE CHARTER

I. PURPOSE

- A. The purpose of the Corporate Compliance & Security Committee is to oversee the implementation of the Compliance Plan and to oversee the Company's security and surveillance programs for the protection of the assets, customers and key employees of the Company.

II. COMPOSITION AND TERMS OF OFFICE

- A. The Corporate Compliance & Security Committee will be composed of a minimum of three (3) Directors, two (2) of whom:
- (i) must be independent;
 - (ii) must not have a contract with the Company or a corporation or other business entity, of which at least fifty percent (50%) of the voting securities are held by the Company; and
 - (iii) must not be employees of the Company or a corporation or other business entity, of which at least fifty percent (50%) of the voting securities are held by the Company.
- B. The Chair of the Corporate Compliance & Security Committee will be appointed by the Board.
- C. The Corporate Compliance & Security Committee will meet at least quarterly. Meetings may be conducted in person or teleconference, or a combination thereof.
- D. Changes to the membership of the Corporate Compliance & Security Committee will be approved by the Board.
- E. The Chair of the Corporate Compliance & Security Committee must be an Independent Director.

- F. The quorum for the Corporate Compliance & Security Committee is a majority of its members.

III. DUTIES AND RESPONSIBILITIES

A. COMPLIANCE

In respect to the compliance mandate, the duties of the Corporate Compliance & Security Committee include:

- (i) advising the CCO and assisting in the implementation and maintenance of the Compliance Program;
- (ii) ensuring the Compliance Plan, as established by the CCO, is achieving its purpose by reviewing the Compliance Officer checklist's contained in the Compliance Plan, quarterly;
- (iii) overseeing and promoting adherence to the Compliance Program;
- (iv) overseeing the enforcement of the Code of Conduct compliance policies and procedures;
- (v) advising management and the Board on compliance-related matters;
- (vi) taking reasonable steps to confirm that the Company, Directors, Officers, Senior Management and Employees have completed the required registrations with all applicable Gaming Authorities in the jurisdictions where the Company operates;
- (vii) seeing that any enforcement actions or investigations by Gaming Authorities are responded to in a timely manner by the Company;
- (viii) reviewing recurring compliance issues so that any single issue of compliance does not become systemic;
- (ix) evaluating annually the effectiveness of the Compliance Program;
- (x) approving the remuneration of the CCO and their staff and justifying any

bonus, stock options or similar form of remuneration at a meeting of the Corporate Compliance & Security Committee; and

- (xi) preparing and circulating minutes on a timely basis to Corporate Compliance & Security Committee members, the CCO and the Compliance Officer.

B. CORPORATE SECURITY

In respect of the security and surveillance mandate, the duties of the Corporate Compliance & Security Committee include:

- (i) providing advice to the CCO on general security and surveillance matters;
- (ii) overseeing the security and surveillance policies and procedures and recommending changes to such policies to management as needed;
- (iii) overseeing the security and surveillance programs and equipment so that such items are adequate, suitable for their intended purpose, and maintained to a high standard across all locations;
- (iv) overseeing and promoting adherence to the security and surveillance protocols and procedures, and compliance with any directives from regulatory authorities in connection with security or surveillance matters;
- (v) monitoring any patterns of corporate security breaches and recommending solutions to correct such patterns from recurring;
- (vi) liaising with management and the Board on significant security or surveillance matters, including instances of threats to the personal safety of key executives or to corporate assets; and
- (vii) at the request of an employee, approving the budget for, and overseeing the implementation and efficacy of, new or enhanced security measures that may be determined necessary and warranted by the corporate security division from time to time.

C. ENTERPRISE RISK MANAGEMENT

- (i) oversee and manage any risk areas designated by the Board to the Committee, as such designated risk area is outlined in the Company's enterprise risk management plan, including implementing appropriate and reasonable plans to mitigate the risks in the Committee's designated risk area.

IV. INDEPENDENT ADVISORS

- A. The Corporate Compliance & Security Committee may retain outside counsel or other experts or Consultants, as it deems appropriate. Any communication between the Corporate Compliance & Security Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Corporate Compliance & Security Committee will take all necessary steps to preserve the privileged nature of those communications.

V. ACCESS TO BOARD

- A. The CCO will also liaise directly with Senior Management on compliance and on security and surveillance related matters and have unfettered and direct access to the Board in the discharge of the CCO's duties under the Compliance Plan.
- B. All gathering and reporting of information required pursuant to the Compliance Plan or the Compliance Program or for security and surveillance purposes, will be conducted by or at the direction of the CCO.