

ALLIED ESPORTS ENTERTAINMENT, INC.

COMPENSATION COMMITTEE CHARTER

Adopted September 20, 2019

I. Purpose.

The primary purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Allied Esports Entertainment, Inc. (the “Corporation”) is to oversee and discharge the responsibilities of the Board relating to compensation of the Corporation’s Chief Executive Officer (“CEO”) and other executive officers, and the administration of the Corporation’s equity compensation plans. All Committee decisions shall be recommended by the Committee to the Board for approval, except to the extent the Board delegates the authority to act on behalf of the Board to the Committee.

II. Composition.

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors, as defined in the rules and regulations of the Nasdaq Stock Market, except that the Committee may have as one of its members a “non-independent director” under exceptional and limited circumstances pursuant to the exemption under Rule 5605(d)(2)(B) of the Nasdaq Stock Market. At least two of the Committee members shall be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and “outside directors” as defined by Section 162(m) of the Internal Revenue Code. The members of the Committee shall be elected by the Board and shall serve until their successors have been duly elected and qualified. The Board may remove or replace Committee members at its discretion. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate. If at any time the Committee includes a member who is not a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, then a subcommittee comprised entirely of individuals who are “non-employee directors” may be formed by the Committee for the purpose of ratifying any grants of awards under any incentive or equity-based compensation plan for the purposes of complying with the exemption requirements of Rule 16b-3 of the Exchange Act or Section 162(m) of the Internal Revenue Code of 1986, as amended; provided that any such grants shall not be contingent on such ratification.

III. Meetings.

The Committee shall meet in person or telephonically as often as necessary to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum for transacting business at a meeting. Subject to the Corporation’s Bylaws, the Committee

may act by unanimous written consent of all members in lieu of a meeting. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent accountant to attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee.

IV. Responsibilities and Duties.

To fulfill its responsibilities and duties, the Committee is expected to:

1. Establish, review and approve the overall executive compensation philosophy and policies of the Corporation, including the establishment, if deemed appropriate, of performance-based incentives that support and reinforce the Corporation's long-term strategic goals, organizational objectives and stockholder interests.
2. Review and approve the Corporation's goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO's performance in light of those goals and objectives and, based on this evaluation, determine the CEO's compensation level, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans as the Committee deems appropriate. The CEO shall not be present during voting and deliberations relating to CEO compensation.
3. Determine the compensation of all other executive officers, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans, as the Committee deems appropriate. Members of senior management may report on the performance of the other executive officers of the Corporation and make compensation recommendations to the Committee, which will review and, as appropriate, approve the compensation recommendations.
4. Review and approve for the CEO and the other executive officers of the Corporation any employment agreements, severance arrangements, and change in control agreements or provisions.
5. Receive and evaluate performance target goals for the senior officers and employees (other than executive officers) and review periodic reports from the CEO as to the performance and compensation of such senior officers and employees.
6. Administer or delegate the power to administer the Corporation's incentive and equity-based compensation plans, including the grant of stock options, restricted stock and other equity-based awards under such plans.
7. Review and make recommendations to the Board with respect to the adoption of, and amendments to, incentive compensation and equity-based plans and approve for submission to the stockholders all new equity compensation plans that must be approved by stockholders pursuant to applicable law.

8. Review and discuss with the Corporation's management the Compensation Discussion and Analysis set forth in Securities and Exchange Commission Regulation S-K, Item 402, if required, and, based on such review and discussion, determine whether to recommend to the Board of Directors of the Corporation that the Compensation Discussion and Analysis be included in the Corporation's annual report or proxy statement for the annual meeting of stockholders.
9. Provide, over the names of the members of the Committee, the Compensation Committee Report for the Corporation's annual report or proxy statement for the annual meeting of stockholders, if required.
10. Periodically review cash and equity compensation for non-employee members of the Board and any committee thereof, and make recommendations to the Board regarding any changes to cash and equity compensation for non-employee directors and non-employee members of Board committees.
11. Conduct or authorize investigations into any matters within the scope of the Committee's duties and responsibilities, as the Committee deems appropriate.
12. Periodically perform a self-assessment relative to the Committee's purpose, duties and responsibilities outlined herein.
13. Periodically review and reassess the adequacy of this Charter and recommend to the Board any proposed changes for its consideration.

V. Authority.

The Committee will have the following specific authority:

- a. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisers.
- b. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, legal counsel and other advisers retained by the Committee.
- c. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to all compensation consultants, legal counsel or any other advisers retained by the Committee.
- d. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
 - the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;

- the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The Committee may select, or receive advice from, any compensation consultant, legal counsel or other adviser the Committee prefers, including ones that are not independent, after considering the six independence factors outlined above.