

COMPENSATION COMMITTEE CHARTER

Compensation Committee of the Board of Directors of Galaxy Gaming, Inc.

Purpose

The purpose of the Compensation Committee (the "Committee") is to assist the Board of Directors of Galaxy Gaming, Inc. (the "Board") in overseeing the compensation of the Company's executive officers and administering the Company's equity and incentive compensation programs.

Composition

The Committee shall consist of at least two directors appointed by the Board.

Committee members shall serve at the pleasure of the Board and may be removed or replaced by the Board at any time.

The Board shall designate one member as Chair of the Committee.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum.

The Committee shall keep minutes of its meetings and report its actions and recommendations to the Board.

Responsibilities

The Committee shall:

1. Review and approve the compensation of the Chief Executive Officer.
2. Review and approve, or recommend to the Board for approval, the compensation of the Company's other executive officers.
3. Review and make recommendations regarding annual bonus, incentive compensation, and equity compensation arrangements.
4. Administer, or oversee the administration of, the Company's equity compensation plans, to the extent authorized by the Board.
5. Review and make recommendations concerning employment agreements, severance arrangements, change-in-control arrangements, and similar compensation-related matters involving executive officers.

6. Review and discuss with management any compensation-related disclosures required to be included in the Company's SEC filings.
7. Review this Charter periodically and recommend any proposed changes to the Board.
8. Perform such other duties as may be delegated to the Committee by the Board.

Authority

The Committee shall have the authority to:

1. Obtain advice and assistance from compensation consultants, legal counsel, or other advisors as it deems necessary.
2. Request any officer or employee of the Company to attend Committee meetings or provide information requested by the Committee.
3. Exercise any authority delegated to it by the Board relating to executive and director compensation matters.

Delegation

The Committee may delegate authority to one or more members of the Committee or to officers of the Company to the extent permitted by applicable law and Board resolutions.

Annual Review

The Committee shall review this Charter from time to time and recommend any changes to the Board for approval.
