

ALLIED ESPORTS ENTERTAINMENT, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted September 20, 2019

I. Purpose.

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Allied Esports Entertainment, Inc. (the “Corporation”) is responsible for developing the overall corporate governance policies for the Corporation and for identifying, screening, recruiting and presenting director candidates to the Board. The Committee provides assistance to the Board in the areas of committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices.

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 (“Independent Directors”). 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 the authority to form, and to delegate any of its responsibilities or authority to, subcommittees as the Committee may deem appropriate in its sole discretion, provided that the subcommittees are composed entirely of Independent Directors.

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. Goals and Responsibilities.

In furtherance of its purposes, the Committee shall:

1. Evaluate the composition, organization and governance of the Board, determine future requirements and make recommendations to the Board for approval;
2. Review and consider desired Board and committee member skills and attributes;
3. Review candidates for Board membership consistent with the Board's criteria for selecting new directors, including a review of candidates for Board membership recommended by shareholders;
4. Annually recommend a slate of nominees to the Board to be considered for election or re-election at the Corporation's annual shareholders' meeting;
5. Conduct inquiries into the backgrounds and qualifications of possible candidates to the extent deemed appropriate and necessary by the Committee in its sole discretion;
6. Evaluate periodically the performance of the Board and Committee;
7. Review and consider, and consult with the Board regarding, management succession;
8. Consider questions of possible conflicts of interest of Board members and of executive officers;
9. Generally make recommendations to the Board on corporate governance matters;
10. Confirm that the Independent Directors on the Board are holding regularly scheduled executive sessions at which only Independent Directors are present;
11. Review and make recommendations to the Board regarding (a) committee member qualifications, (b) appointments, removals and rotation of committee members, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board;
12. Review and reassess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
13. Perform any other activities consistent with this Charter, the Corporation's certificate of incorporation, bylaws and governing law as the Committee or the Board deems appropriate.

V. Committee Authority; Resources.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee may conduct or authorize investigations into or studies of matters

within the scope of the Committee's duties and responsibilities, and may retain, at the Corporation's expense, such advisors as it deems necessary to assist with such investigations or studies. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Corporation will provide appropriate funding, as determined by the Committee, for payment of compensation to advisors hired by the Committee.