

ELDORADO RESORTS, INC.
AUDIT COMMITTEE CHARTER

Commencing September 19, 2014, the date this Audit Committee Charter was approved and authorized by the Board of Directors of Eldorado Resorts, Inc. (the “Company”), the Audit Committee (the “Committee”) of the Company will have the oversight responsibility, authority and specific duties as described below:

Committee Membership

The Committee shall be comprised of at least three directors, each of whom (i) is “independent” under the rules of the SEC and the Nasdaq Stock Market, Inc., except as permitted by Nasdaq Rule 4350(d) and pursuant to Section 301 of the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder, (ii) does not accept any consulting, advisory or other compensatory fee from the issuer other than in his or her capacity as a member of the Board or any committee of the Board, (iii) is not an “affiliate” of the Company or any subsidiary of the Company, as such term is defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iv) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. All members of the Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement, and the Committee shall have at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the member’s designation as the “audit committee financial expert” as defined by SEC rules.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, assure compliance with certain codes, laws and listing standards or determine that the Company’s financial statements are complete and accurate and prepared in accordance with generally accepted accounting principles. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with GAAP and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

Members shall be appointed by the Board based on nominations recommended by the Company’s Nominating/Corporate Governance Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purposes

The purpose of the Committee is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The independent registered public accounting firm shall submit to the Committee annually a formal written statement (the “Auditors’ Statement”) describing: the independent registered public accounting firm’s internal quality-control procedures; any material issues raised by the

most recent internal quality-control review or peer review of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the independent registered public accounting firm, and any steps taken to deal with any such issues; and (to assess the independent registered public accounting firm's independence) all relationships between the independent registered public accounting firm and the Company including each non-audit service provided to the Company and the matters set forth in Public Company Accounting Oversight Board Rule 3526.

The independent registered public accounting firm shall submit to the Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent registered public accounting firm: (i) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q or services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent registered public accounting firm, in the aggregate and by each service.

Committee Duties and Responsibilities

To carry out its purposes, the Committee shall have the following duties and responsibilities:

1. With respect to the independent registered public accounting firm,
 - (i) to be directly responsible for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm (including the resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting), who shall report directly to the Committee, provided that the auditor appointment shall be subject to shareholder approval;
 - (ii) to be directly responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Committee;
 - (iii) to pre-approve all audit and non-audit services, permitted by applicable law to be provided to the Company by the Company's independent auditors, and the related fees for such services other than prohibited non-auditing services promulgated under the rules and regulations of the SEC (subject to the inadvertent de minimis exceptions set forth in the Sarbanes-Oxley Act of 2002 and the SEC rules), and confirm disclosure of any approval by the Committee of a permitted non-audit service, as required by law in the Company's applicable periodic public filings;

(iv) to ensure that the independent registered public accounting firm prepare and deliver annually an Auditors' Statement (it being understood that the independent registered public accounting firm are responsible for the accuracy and completeness of this Statement) and to discuss with the independent registered public accounting firm any relationships or services disclosed in the Auditor' Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent registered public accounting firm and to take other appropriate action to oversee the independence of the Company's independent registered public accounting firm;

(v) to obtain from the independent registered public accounting firm in connection with any audit a timely report relating to the Company's annual audited financial statements describing (i) all critical accounting policies and practices used, (ii) all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, (iii) ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered public accounting firm and (iv) any material written communications between the independent registered public accounting firm and management, such as any "management" letter or schedule of unadjusted differences;

(vi) to discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner; and

(vii) to review and approve all related party transactions of the Company.

2. With respect to the internal auditing department,

(i) to review the appointment and replacement of the director of the internal auditing department;

(ii) to advise the director of the internal auditing department that he or she is responsible to the Board through the Committee;

(iii) to review significant reports prepared by the internal audit department together with management's response and follow-up to these reports; and

(iv) to annually review the internal audit department's staffing, budget, plan and performance.

3. With respect to accounting principles and policies, financial reporting and internal control over reporting,

(i) to advise management, the internal auditing department and the independent registered public accounting firm that they are expected to provide to the committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting;

(ii) to consider any reports or communications (and management's and/or the internal audit department's response thereto) submitted to the Committee by the independent registered public accounting firm required by applicable auditing or other professional standards, including reports and communications related to:

- deficiencies, including significant deficiencies or material weaknesses, in internal control identified during the audit or other matters relating to internal control over financial reporting;
- guidelines and policies governing the process by which senior management and the relevant departments of the Company assess and manage the Company's exposure to risk;
- consideration of fraud in a financial statement audit;
- detection of illegal acts;
- legal matters that may have a material effect on the financial statements;
- the independent registered public accounting firm's responsibility under generally accepted auditing standards;
- any restriction on audit scope;
- significant accounting policies;
- significant issues discussed with the national office respecting auditing or accounting issues presented by the engagement;
- management judgments and accounting estimates;
- any accounting adjustments arising from the audit that were noted or proposed by the independent registered public accounting firm but were passed (as immaterial or otherwise);
- the responsibility of the independent registered public accounting firm for other information in documents containing audited financial statements;
- disagreements with management;
- consultation by management with other accountants;
- major issues discussed with management prior to retention of the independent registered public accounting firm;
- difficulties encountered with management in performing the audit;

- the independent registered public accounting firm’s judgments about the quality of the entity’s accounting principles;
- reviews of interim financial information conducted by the independent registered public accounting firm; and

(iii) to meet with management, the independent registered public accounting firm and, if appropriate, the director of the internal auditing department;

(iv) to inquire of the Company’s chief executive officer and chief financial officer as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting;

(v) to establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;

(vi) to review and discuss with the Company’s independent auditors and management the Company’s audited financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K;

(vii) based on (i) its review and discussions with management of the Company’s audited financial statements; (ii) its discussion with the independent auditor of the matters required to be discussed in accordance with applicable auditing standards, and (iii) the written disclosures from the Company’s independent auditors regarding independence, recommend to the Board whether the Company’s audited financial statements should be included in the Company’s Annual Report on Form 10-K for the last fiscal year for filing with the SEC.

(viii) to review and discuss with the Company’s independent auditors and management the Company’s quarterly financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Quarterly Reports on Form 10-Q;

(ix) to review and discuss with the Company’s independent auditors and management the Company’s quarterly financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Quarterly Reports on Form 10-Q;

(x) to review and discuss any reports concerning material violations submitted to it by Company attorneys or outside counsel pursuant to the SEC attorney professional

responsibility rules or otherwise, procedures for the receipt and treatment of material violations reports by the Committee shall be adopted by the Committee; and

(xi) to establish hiring policies for employees or former employees of the independent registered public accounting firm.

4. Management Conduct Policies

(i) to establish procedures for:

(a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(b) the confidential, anonymous submission by employees of the Company and others of concerns regarding questionable accounting or auditing matters.

(ii) to review from time to time and make recommendations with respect to the Company's policies relating to management conduct and oversee procedures and practices to ensure compliance therewith. Such policies shall include, without limitation, those relating to (i) transactions between the Company and members of its management, (ii) political contributions and other sensitive payments and (iii) corporate or competitive opportunities offered or enjoyed by members of such management.

(iii) to review from time to time and administer the Company's Code of Business Conduct and Ethics, which includes those standards required by applicable SEC and NASDAQ rules.

(iv) to make interpretations from time to time as to the scope and application of the Company's management conduct policies.

(v) to receive any report required to be made by the Company's attorneys pursuant to the standards adopted by the SEC for professional conduct of attorneys appearing and practicing before the SEC.

5. Reports

(i) to prepare an audit committee report to the extent required by the SEC to be included in the Company's annual proxy statement.

(ii) to review with the Board, among other matters, any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.

(iii) to report to the Board as necessary regarding the Committee's recommendations and activities.

6. Other Duties

(i) Set clear policies for the employment by the Company or its subsidiaries of employees or former employees of the independent auditors, taking into consideration the pressures that may exist for auditors consciously or subconsciously seeking a job with the Company.

(ii) At least annually, review the adequacy of this charter and recommend to the Company's Board any changes to this charter that the Committee deems necessary, appropriate or desirable.

(iii) Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.

(iv) Perform such other specific functions as the Board may from time to time direct, and make such investigations and reviews of the Company and its operations as the Chief Executive Officer or the Board may from time to time request.

(v) Conduct such investigations as the Committee deems necessary and retain outside experts, if required.

The foregoing functions and responsibilities are set forth as a guide with the understanding that the Committee may, to the extent permitted by applicable laws or regulations, diverge from this guide as appropriate given the circumstances. In addition, the Committee is authorized to take any actions reasonably related to the mandate of this Charter.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall keep regular minutes of its meetings and shall meet once every fiscal quarter or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and quarterly financial statements, as applicable. The Committee should meet separately periodically with management, the director of the internal auditing department and the independent registered public accounting firm to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee may request any officer of the Company or the Company's outside counsel or independent registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee may also act by unanimous written consent without a meeting.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or nonaudit services to be performed by the independent registered public accounting firm, provided that any such approvals are presented to the Committee at its next scheduled meeting.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Company shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

1. Compensation to the independent registered public accounting firm and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
2. Compensation of any advisers employed by the Committee; and
3. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.