

ENTERTAINMENT GAMING ASIA INC.

**CHARTER FOR THE
CONFLICTS COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted February 19, 2008; Revised November 5, 2008

1. PURPOSE

The Conflicts Committee (the “Committee”) shall oversee, review, and approve the agreements and transactions between Entertainment Gaming Asia Inc. (formerly known as Elixir Gaming Technologies, Inc.) (the “Company” or “EG”) and its subsidiaries, on the one hand (each an “EG Company” and collectively, the “EG Companies”), and Elixir Group Limited (“Elixir”) and its affiliates other than the EG Companies (each a an “Elixir Company” and collectively the “Elixir Companies”) that require the approval of the Board of Directors of any EG Company (“Board”). The purpose of the Committee is to oversee, review, and approve all material agreements and transactions between a EG Company and an Elixir Company for purposes of ensuring that all such agreements and transactions are fair to all stockholders of the Company.

2. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of not less than three directors each of whom (i) shall be an “independent director” under Section 803(A) of American Stock Exchange Company Guide or any successor rule and meet the criteria for independence as set forth in Rule 10A-3(b)(1) under the Exchange Act or any successor, (ii) shall not be, and shall not have been during the previous three years, an officer, director or employee of, or consultant or advisor to, an Elixir Company, and (iii) shall otherwise not have a relationship that would interfere with the exercise of independent judgment in carrying out the purpose of this Charter and the responsibilities of a member of the Conflicts Committee. Until September 10, 2009, at least one member of the Committee shall be a “Company Nominee”, as that term is defined in that certain Securities Purchase and Product Participation Agreement dated June 12, 2007 between the Company and Elixir, subject to the presence on the Board of at least one Company Nominee that meets the above qualification.

Each Committee member shall be subject to annual reconfirmation and may be removed by the Board.

3. RESPONSIBILITIES AND DUTIES

A. The Committee shall have the exclusive authority on behalf of the Board to approve all agreements and transactions between an EG Company and an Elixir Company that require the approval of the Board of Directors of any EG Company.

B. The Committee shall determine that all such agreements and transactions are fair to all stockholders of the Company. In discharging its responsibilities, the Committee shall be entitled to all rights and presumptions afforded directors under the General Corporation Law of Nevada (the “Law”), including Section 78.138 of the Law or any successor rule.

C. The Committee shall review no less than quarterly the ongoing transactions between the EG Companies and the Elixir Companies.

D. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company's outside counsel or any other person, meet with any members of, or consultants to, the Committee. The Committee shall also have the authority to, as it deems appropriate, to select, retain and/or replace outside advisors to provide independent advice to the Committee.

4. COMMITTEE MEETINGS

The Committee will meet periodically as necessary to act upon any matter within its jurisdiction. At all Committee meetings a majority of the total number of members shall constitute a quorum. All meetings shall be held subject to and in accordance with applicable sections of the Law (including without limitation notice, quorum and votes/actions of the committee) and the bylaws of the Company. Minutes shall be kept of each meeting of the Committee.