

MTR GAMING GROUP, INC.

NOMINATING COMMITTEE CHARTER

1. The primary purposes of the Nominating Committee (the “Committee”) of MTR Gaming Group, Inc. (the “Company”) are (i) to identify individuals qualified to become Directors, (ii) to nominate qualified individuals for election to the Board of Directors at the next annual meeting of shareholders, and (iii) to recommend to the Board of Directors, on an annual basis, the individual Directors to serve on the Committees of the Board of Directors.

2. The Committee shall be composed of no fewer than three independent directors. The composition of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market (“Nasdaq”) within the time requirements established by Nasdaq, all as determined by the Board of Directors. A majority of the members of the Committee shall constitute a quorum. Members shall be appointed and removed by the Board of Directors. The Committee may form and delegate authority to subcommittees or members when appropriate.

3. The Committee shall:

- (a) Consider periodically the desired composition of the Board of Directors, including such factors as expertise and diversity.
- (b) Establish qualifications and standards for individual directors in addition to those set forth in this Charter.
- (c) Review periodically the composition of the Board of Directors, taking into account the desired composition of the Board of Directors and the qualifications and standards for individual directors.
- (d) Identify candidates for election to the Board of Directors. The Committee identifies candidates for election to the Board of Directors on its own as well as by considering recommendations from shareholders, other members of the Board, officers and employees of the Company, and other sources that the Committee deems appropriate. Shareholder recommendations for candidates for election to the Board of Directors shall be made in the manner set forth on Exhibit A hereto. The Committee may retain a third-party search firm to assist in the identification of possible candidates for election to the Board of Directors.
- (e) Evaluate candidates for election to the Board of Directors. The Committee will evaluate all candidates for election to the Board of Directors, regardless of the source from which the candidate was first identified, based upon the totality of the merits of each candidate and not based upon minimum qualifications or attributes. In considering the

individual nominees, the Committee will take into account the qualifications of other Board members to ensure that a broad variety of skill sets and experience beneficial to the Company and its business are represented on the Board of Directors. The Committee also will ensure that the Board is composed of a sufficient number of independent directors to satisfy the Nasdaq listing requirements. In addition, the Committee will seek to assure that at least one of its members qualifies as an “audit committee financial expert” as defined by the Securities and Exchange Commission (“SEC”) and that each member meets all other applicable requirements of the SEC and Nasdaq. The Committee shall also ascertain that each nominee shall have:

- (i) demonstrated business and industry experience that is relevant to the Company;
 - (ii) the ability to meet the suitability requirements of all relevant regulatory agencies;
 - (iii) freedom from potential conflicts of interest with the Company and independence from management with respect to independent director nominees;
 - (iv) the ability to represent the interests of shareholders;
 - (v) the ability to demonstrate a reasonable level of financial literacy;
 - (vi) the availability to work with the Company and dedicate sufficient time and energy to his or her board duties;
 - (vii) a recognized reputation for integrity, skill, honesty, leadership abilities and moral values; and
 - (viii) the ability to work constructively with the Company’s other directors and management.
- (f) Nominate qualified individuals for election to the Board of Directors.
- (g) Recommend to the Board of Directors the composition of the Committees of the Board of Directors.
- (h) Review periodically the Company’s Committee structure and operations and the working relationship between each Committee and the Board of Directors.
- (i) Report its activities regularly to the Board of Directors.
- (j) Perform such other related functions as may be requested by the Board of Directors.

4. During the process of considering a potential nominee, the Committee may request additional information about, or interviews with, the potential nominee.

5. The Committee shall have sole authority to retain and terminate outside advisors to assist in the performance of its functions, with sole authority to agree to fees and other terms of engagement, provided that such fees and terms must be reasonable and customary.

6. The Secretary of the Committee shall be the Corporate Secretary or her or his designee. The proceedings of all Committee meetings shall be documented in minutes. At the next regular Board meeting following any Committee meeting, the Chairman of the Committee shall report to the Board of Directors on behalf of the Committee.

7. The Chairman of the Committee shall discuss the Committee's performance with each Committee member, following which discussions the Chairman shall lead the Committee in an annual review of its performance. The annual evaluation shall include a review of the Committee's charter.

8. The Committee shall cause to be provided to Nasdaq appropriate written confirmation of any of the foregoing matters as Nasdaq may from time to time require.

9. Shareholders may communicate with the Board of Directors by sending written correspondence to the Chairman of the Nominating Committee at the following address: MTR Gaming Group, Inc., State Route 2, South, P.O. Box 356, Chester, West Virginia 26034, Attention: Corporate Secretary. The Chairman of the nominating Committee and his or her duly authorized representatives shall be responsible for collecting and organizing shareholder communications. Absent a conflict of interest, the Corporate Secretary is responsible for evaluating the materiality of each shareholder communication and determining whether further distribution is appropriate, and, if so, whether to (i) the full Board, (ii) one or more Board members and/or (iii) other individuals or entities.

Adopted by the Board of Directors of MTR Gaming Group, Inc. on June 1, 2004.

EXHIBIT A

Procedures for Shareholder Recommendations For Candidates for election to the Board of Directors of MTR Gaming Group, Inc.

A shareholder entitled to vote for the election of directors may nominate persons for election to our Board of Directors by delivering written notice to our company's Corporate Secretary. With respect to an election to be held at an annual meeting of shareholders, such notice generally must be delivered not later than the close of business on the ninetieth day nor earlier than the close of business on the one-hundred twentieth day before the first anniversary of the preceding year's annual meeting. In the event that the date of an annual meeting is more than 30 days before or more than 70 days after first anniversary of the preceding year's annual meeting, a shareholder must deliver such notice not earlier than the close of business on the one-hundred twentieth day before the annual meeting and not later than the close of business on the later of the ninetieth day before the annual meeting or the tenth day following the day on which we publicly announce the date of the annual meeting. With respect to an election to be held at a special meeting of shareholders, such notice must be delivered not earlier than the close of business on the one-hundred twentieth day before such special meeting, and not later than the close of business on the later of the ninetieth day before such special meeting or the tenth day following the day on which we publicly announce the date of the special meeting and the nominees proposed by our Board of Directors to be elected at such special meeting.

The shareholder's notice must include:

- as to each person whom the shareholder proposes to nominate for election as a director:
 - all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest or is otherwise required pursuant to Regulation 14A under the Exchange Act; and
 - such person's written consent to being named in the proxy statement as a nominee and to serving as such a director if elected; and

- as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made:
 - the name and address of such shareholder, as they appear on our books, and of such beneficial owner;

- the class and number of shares of MTR's capital stock that are owned beneficially and of record by such shareholder and such beneficial owner;
- a representation that the shareholder is a holder of record of MTR's stock entitled to vote at such meeting and intends to appear in person or by proxy at the annual meeting to propose such nomination; and
- a representation whether the shareholder or the beneficial owner, if any, intends or is part of a group that intends (1) to deliver a proxy statement and/or form of proxy to holders of MTR's outstanding capital stock and/or (2) otherwise to solicit proxies from shareholders in support of such nomination.

In evaluating nominations received from shareholders, the Nominating Committee will apply the criteria and follow the process set forth in its Charter.