

**WPX Energy, Inc.**  
**Audit Committee Charter**

**As Amended on January 23, 2014**

- I. Purpose.** The purpose of the Audit Committee (“Committee”) of the Board of Directors (the “Board”) of WPX Energy, Inc. (the “Company”) is to represent and provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, and internal control functions of the Company and its subsidiaries. In addition, the Committee’s purpose includes (a) representing and assisting the Board’s oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditors’ qualifications and independence, and (iv) the performance of the Company’s internal audit function and independent auditors; (b) preparing the report of the Committee to be included in the Company’s annual proxy statement as required by the rules of the Securities and Exchange Commission (the “SEC”); and (c) appointing and retaining the firm of independent public accountants with respect to the audit of the books and accounts of the Company and its subsidiaries.
- II. Composition.** The Committee shall be comprised of three or more directors as determined by the Board. Committee members, including the chairman of the Committee, shall be appointed by the Board on an annual basis upon the recommendation of the Nominating and Governance Committee and may be removed by the Board. The Committee shall be comprised of the requisite number of directors who meet the independence requirements of the New York Stock Exchange (“NYSE”) and the SEC that are applicable to audit committee members, as determined by the Board, within the time frames required by such rules. Each member of the Committee must be financially literate, or must become financially literate within a reasonable period of time after his or her appointment to the Committee, and at least one member must be an “audit committee financial expert,” as determined by the Board in accordance with SEC rules. A member of the Committee may not simultaneously serve on the audit committees of more than three public companies unless such service is approved by the Board upon its determination, based on the recommendation of the Nominating and Governance Committee, that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.
- III. Meetings.** The Committee shall meet at least four times per year, either in person or telephonically, at such times and places and by such means as the Chairman shall determine, and record and maintain adequate minutes from each meeting. The Committee shall report regularly to the Board about its activities. A majority of the members of the Committee shall constitute a quorum. The Committee shall meet separately, at least four times per year, with management, the internal auditors, the independent auditors, and the general counsel.

**IV. Duties and Responsibilities.** Among its duties and responsibilities, the Committee shall:

- A. Directly appoint and retain, subject to shareholder ratification, and oversee, evaluate and terminate when appropriate, the firm of independent public accountants with respect to the audit of the books and accounts of the Company and its subsidiaries for each fiscal year and have sole authority to approve all audit fees and terms in connection with the engagement of the independent auditors, which shall report directly to the Committee.
- B. Approve in advance all audit and legally permitted non-audit services to be provided by the independent auditors and establish procedures for the engagement of the independent auditors to provide audit and legally permitted non-audit services.
- C. At least annually, evaluate the independent auditors' qualifications and performance, and obtain and review a report by the independent auditors describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues; and all relationships between the independent auditor and the Company.
- D. At least annually, evaluate the independent auditors' independence, and, consistent with rules of the Public Company Accounting Oversight Board, obtain and review a report by the outside auditor describing any relationships between the outside auditor and its affiliates, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independent auditors' independence and discuss with the independent auditor the potential effects of any such relationships on independence.
- E. Review with the independent auditors (i) the scope of the audit and the results of the annual audit examination by the auditors, including any audit problems or difficulties and management's response, and (ii) any reports of the outside auditor with respect to interim periods.
- F. Meet to review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent auditors, including (i) an analysis of the independent auditors' judgment as to the quality of the Company's accounting principles, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, (ii) the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (iii) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and financial statement presentations.

- G. Recommend to the Board based on the review and discussion described in paragraphs (D)-(F) above, whether the financial statements should be included in the Company's Annual Report on Form 10-K.
- H. Discuss the Company's earnings press releases, and the Company's policies with respect to earnings press releases and financial information and earnings guidance provided to analysts and rating agencies (including any proposed changes in Company policies related to the foregoing).
- I. Discuss policies with respect to risk assessment and risk management and discuss the Company's major risk exposures and the steps management has taken to monitor and control such exposures.
- J. Review with the chief internal auditing executive the scope and results of the internal audit program, including the responsibilities, budget and staffing of the Company's internal audit function.
- K. Review and approve, if appropriate, the internal audit charter and any changes thereto.
- L. Assess the independence of the chief internal auditing executive and concur in the selection, retention and dismissal of the chief internal auditing executive.
- M. Review the adequacy and effectiveness of the Company's accounting and internal control policies and procedures through inquiry and discussions with the Company's independent auditors, internal auditors and management of the Company, including any significant deficiencies and changes in internal controls, and review the adequacy and effectiveness of the Company's disclosure controls and procedures.
- N. Establish and oversee procedures (Attachment A) for (i) the receipt, retention, treatment, processing and resolution of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- O. Review with the General Counsel, as needed, any actual and alleged violations of the Company's codes of conduct, including any matters involving criminal or potential criminal conduct.
- P. Set clear hiring policies for employees and former employees of the independent auditors.
- Q. Direct preparation of and approve the Committee report required by the rules of the SEC to be included in the Company's annual proxy statement.

- R. Annually evaluate the performance of the Committee and report the results of the evaluation to the Board, and assess annually the adequacy of the Committee's charter and recommend any changes to the Board.
- S. Review and approve related person transactions that have been determined, in accordance with Attachment B, to be in, and not inconsistent with, the best interests of the Company and its stockholders.
- T. Oversee and review risks relating to the Company's ethics and compliance program, including the Company's codes of conduct, and annually review the codes of conduct, the Company's policies and procedures regarding compliance with these codes, and the results of the Code of Business Conduct and Ethics survey.
- U. At least annually, meet to review the implementation and effectiveness of the Company's ethics and compliance program with the General Counsel. Notwithstanding the foregoing, each of the General Counsel and the Director of Ethics and Compliance has the direct authority to report and is authorized to promptly communicate to this Committee any actual or alleged violations of the codes of conduct. In addition, the General Counsel or the Director of Ethics and Compliance has an obligation to promptly report to the chairperson of this Committee any matters involving criminal or potential criminal conduct or any matter involving an allegation of misconduct implicating a member of the WPX senior management team.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company. The Board shall be informed of any such action.

- V. **Outside Advisors.** The Committee shall have the resources and authority to discharge its duties and responsibilities, including retaining independent counsel and other advisors, as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to retain and terminate any such advisor, including sole authority to approve its fees and other retention terms.
- VI. **Funding.** The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of:
  - A. Compensation to any registered 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.
  - B. Compensation to any advisors employed by the Committee under Section V.
  - C. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**WPX Energy Complaint Handling Procedures for Accounting and Auditing Matters**

WPX Energy is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. As part of this commitment, the Audit Committee of the Company's Board of Directors has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters ("Accounting Matters") and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

***Receipt of Complaints***

From Employees:

- Employees with concerns regarding Accounting Matters are directed (through internal communications including the Code of Business Conduct, company policy, compliance training, etc.) to promptly contact their immediate supervisor, next level(s) of management, the Legal Department, Human Resources Department or the Business Ethics Resource Center ("**BERC**"). The recipients of these reported concerns should immediately communicate such information to BERC.
- If employees want to report their concerns regarding Accounting Matters on a confidential or anonymous basis, they may call the Company's business ethics helpline, the Action Line at the number available on the Company's website.

From Third Parties:

- Third parties with concerns regarding Accounting Matters are directed (through instructions on the Company's external website) to forward their complaints to BERC by:

Telephone: Please call the number available on the Company's website.

or

Mail: WPX Energy, Inc.  
One Williams Center  
Tulsa, OK 74172  
Attn: Business Ethics Resource Center

***Scope of Matters Covered by These Procedures***

These procedures relate to complaints relating to any questionable Accounting Matters, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

### ***Treatment of Complaints***

- Upon receipt of a complaint, BERC will work with the Finance and Legal Departments to determine whether the complaint actually pertains to Accounting Matters. When reasonably possible, BERC will acknowledge receipt of the complaint to the sender.
- Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and investigated in a manner consistent with the Company's formal internal investigative process, unless otherwise instructed by the Audit Committee. All significant complaints will be promptly reported to the Chairperson of the Audit Committee. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company and its officers, employees, and agents shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

### ***Reporting and Retention of Complaints and Investigations***

- BERC will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a quarterly summary report thereof for the Audit Committee. Such log will be maintained in accordance with the Company's document retention policy.

**POLICY AND PROCEDURES WITH RESPECT TO  
RELATED PERSON TRANSACTIONS**

**A. Policy Statement**

As of the date the adoption of the Audit Committee charter, it is the Company's policy to enter into or ratify Related Person Transactions only when the Board of Directors, acting through the Audit Committee or as otherwise described herein, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its stockholders.

**B. Related Person Transactions**

The Audit Committee shall review all transactions with Related Persons, promoters and certain control persons as defined in Item 404(a) of Regulation S-K under the Securities Act of 1933 and the Securities Exchange Act of 1934. The Chair of the Audit Committee shall be delegated the responsibility to review Related Person Transactions in the event it is impractical to convene a committee meeting prior to entering into the Related Person Transaction.

**C. Approval Procedures and Standards**

Prior to entering into the Related Person Transaction, the Audit Committee (or the Chair) shall consider all of the available relevant facts and circumstances, including (if applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Committee (or the Chair), or the Board, as the case may be, shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Committee (or the Chair), or the Board, as the case may be, determines in good faith. The Chair of the Committee shall report to the Committee at the next Committee meeting any approval under this policy pursuant to delegated authority. Any proposed Related Person Transaction involving a member of the Board of Directors or the Chief Executive Officer of the Company shall be reviewed and approved by the full Board of Directors.

If the Company determines that a Related Person Transaction has been entered into without prior approval as described above, the transaction shall be submitted to the Audit Committee for review. The Audit Committee shall evaluate the transaction, taking into account the same factors described above, to determine whether to ratify the transaction or if rescission of the transaction and/or any disciplinary action is appropriate.