

WPX ENERGY, INC.
LEAD DIRECTOR CHARTER

December 13, 2016

If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board of Directors (the “**Board**”) will elect an independent director to serve in a lead capacity (the “**Lead Director**”). The Lead Director is generally expected to serve for more than one year and until he or she resigns, is replaced by the independent members of the Board, or until such time as the Board appoints an independent Chairman of the Board.

The Lead Director coordinates the activities of the other non-management Directors, and performs such other duties and responsibilities as the Board may determine. The specific responsibilities of the Lead Director are as follows:

Executive Sessions:

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors.
- In the absence of the Lead Director at any meeting of the Board, including executive sessions, the Chairman of the Nominating and Governance Committee (or any other independent director then selected by the independent directors who are present) shall act as Lead Director for the purpose and duration of such meeting.

Board Performance:

- Optimize Board performance through regular feedback that ensures that diverse viewpoints of all directors are heard, and creates a climate of constructive candor in which frank and thoughtful discussion occurs.
- In consultation with the Chairman, oversee the development of the Board’s annual goals and objectives, which shall be subject to approval by the full Board.

Independent Directors Meetings:

- Has the authority to call meetings of the independent directors.

Chairman Liaison:

- Serve as a principal liaison between the Chairman and the independent directors.

Agenda, Meeting Schedule and Information for the Board:

- Provide input from the Board to the Chairman and Secretary with regard to Board agendas and schedule of meetings.
- Work with the Chairman and Secretary to propose an annual schedule of major discussion items for the Board’s approval.
- Work with the Chairman and Secretary to ensure the quality, quantity and timeliness of meeting materials.

Outside Advisors and Consultants:

- Has authority to retain outside advisors and consultants who report directly to the Board on board-wide issues.

Stockholder Communication:

- In appropriate and limited circumstances and in conjunction with management, make himself or herself available for consultation and direct communication with the Company's major stockholders.

New Board Members

- Along with the Chairman of the Board and the Chairman of the Nominating and Governance Committee, the Lead Director interviews all board candidates, and makes recommendations to the Nominating and Governance Committee.

Charter Review and Amendment

- This Lead Director Charter may be amended or modified at any time by a majority vote of the independent directors, and the independent directors shall annually assess the adequacy of the Board's leadership structure. The Nominating and Governance Committee in consultation with the Lead Director shall annually review and reassess the adequacy of this Lead Director Charter and recommend to the independent directors any proposed changes for approval.

Annual Performance Review

- After consulting with each of the independent directors, the Nominating and Governance Committee shall annually review the performance of both the Chairman of the Board and the Lead Director.

Qualifications of Lead Director: The lead director must:

- Qualify as an independent director under applicable securities laws, rules or regulations, and applicable stock exchange requirements or guidelines and any other regulatory rules;
- Be available to effectively and constructively work closely with, and in an advisory capacity to, the Chairman;
- Be available to effectively discuss with other directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairman;
- Be able to contribute to the operation of the Board and enhance the success of the Company, including by having the desire and the ability to foster open communication, in and out of Board meetings, among directors and management, and to gather input from fellow independent directors;
- Foster a collegial environment while optimizing candid and thoughtful Board discussions;
- Ensure the Board operates independently of management; and

- Be familiar with corporate governance best practices and related procedures through experience, either as an independent director with the Company or at another corporation, or equivalent institution or through comparable executive-level leadership in government or academia.