
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 6, 2018**

ANTERO RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36120
(Commission File Number)

80-0162034
(IRS Employer
Identification Number)

1615 Wynkoop Street
Denver, Colorado 80202
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code **(303) 357-7310**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On November 6, 2018, Antero Resources Corporation (“Antero Resources”) will be participating in the 2018 Baird Global Industrial Conference. Presentation materials for the conference may be viewed on Antero Resources’ website at www.anteroresources.com, and a copy of the presentation is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference. On November 6, 2018, Antero Resources also updated its monthly investor presentation. The updated investor presentation may be viewed on Antero Resources’ website at www.anteroresources.com, and a copy of the investor presentation is included as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information furnished in this Item 7.01 (including the exhibits) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

To the extent required by law, the information in Item 7.01 of this Form 8-K is incorporated into this Item 8.01.

NO OFFER OR SOLICITATION

This Current Report, including the presentation attached as an exhibit hereto, includes a discussion of a proposed business combination transaction (the “Transaction”) between Antero Midstream Partners LP (“Antero Midstream”) and Antero Midstream GP LP (“AMGP”). This communication is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, in any jurisdiction, pursuant to the Transaction or otherwise, nor shall there be any sale, issuance, exchange or transfer of the securities referred to in this document in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

IMPORTANT ADDITIONAL INFORMATION

In connection with the Transaction, AMGP has filed with the U.S. Securities and Exchange Commission (“SEC”) a registration statement on Form S-4, which includes a joint proxy statement of Antero Midstream and AMGP and a prospectus of AMGP. The registration statement on Form S-4 has not been declared effective by the SEC, and the definitive joint proxy statement/prospectus has not yet been delivered to Antero Midstream unitholders or AMGP shareholders. **INVESTORS AND SECURITY HOLDERS OF ANTERO MIDSTREAM AND AMGP ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION AND ALL OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION AND RELATED MATTERS.**

Investors and security holders will be able to obtain free copies of the registration statement and the joint proxy statement/prospectus (when available) and all other documents filed or that will be filed with the SEC by AMGP or Antero Midstream through the website maintained by the SEC at <http://www.sec.gov>. Copies of documents filed with the SEC by Antero Midstream will be made available free of charge on Antero Midstream’s website at <http://investors.anteromidstream.com/investor-relations/AM>, under the heading “SEC Filings,” or by directing a request to Investor Relations, Antero Midstream Partners LP, 1615 Wynkoop Street, Denver, Colorado 75219, Tel. No. (303) 357-7310. Copies of documents filed with the SEC by AMGP will be made available free of charge on AMGP’s website at <http://investors.anteromidstreamgp.com/Investor-Relations/AMGP> or by directing a request to Investor Relations, Antero Midstream GP LP, 1615 Wynkoop Street, Denver, Colorado 75219, Tel. No. (303) 357-7310.

PARTICIPANTS IN THE SOLICITATION

AMGP, Antero Midstream, Antero Resources and the directors and executive officers of AMGP and Antero Midstream's respective general partners and of Antero Resources may be deemed to be participants in the solicitation of proxies in respect to the Transaction.

Information regarding the directors and executive officers of Antero Midstream's general partner is contained in Antero Midstream's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018, and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at <http://www.sec.gov> or by accessing Antero Midstream's website at <http://www.anteromidstream.com>. Information regarding the executive officers and directors of AMGP's general partner is contained in AMGP's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018 and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing AMGP's website at <http://www.anteromidstreamgp.com>. Information regarding the executive officers and directors of Antero Resources is contained in Antero Resources' 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018 and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing Antero Resources' website at <http://www.anteroresources.com>.

Investors may obtain additional information regarding the interests of those persons and other persons who may be deemed participants in the Transaction by reading the joint proxy statement/prospectus regarding the Transaction when it becomes available. You may obtain free copies of this document as described above.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibits	Description
99.1	Baird Global Industrial Conference Presentation dated November 6, 2018.
99.2	November Company Presentation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ANTERO RESOURCES CORPORATION

By: /s/ Glen C. Warren, Jr.

Glen C. Warren, Jr.

President and Chief Financial Officer

Dated: November 6, 2018



Baird Global Industrial Conference

NOVEMBER 6, 2018



NO OFFER OR SOLICITATION

This presentation includes a discussion of a proposed business combination transaction (the "Transaction") between AM and AMGP. This presentation is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, in any jurisdiction, pursuant to the Transaction or otherwise, nor shall there be any sale, issuance, exchange or transfer of the securities referred to in this document in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

IMPORTANT ADDITIONAL INFORMATION

In connection with the Transaction, AMGP has filed with the U.S. Securities and Exchange Commission ("SEC") a registration statement on Form S-4, which includes a joint proxy statement of AM and AMGP and a prospectus of AMGP. The registration statement on Form S-4 has not been declared effective by the SEC, and the definitive joint proxy statement/prospectus has not yet been delivered to AM unitholders or AMGP shareholders. INVESTORS AND SECURITY HOLDERS OF AM AND AMGP ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION AND ALL OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION AND RELATED MATTERS.

Investors and security holders will be able to obtain free copies of the registration statement and the joint proxy statement/prospectus and all other documents filed or that will be filed with the SEC by AMGP or AM through the website maintained by the SEC at <http://www.sec.gov>. Copies of documents filed with the SEC by AM will be made available free of charge on AM's website at <http://investors.anteromidstream.com/investor-relations/AM>, under the heading "SEC Filings," or by directing a request to Investor Relations, Antero Midstream Partners LP, 1615 Wynkoop Street, Denver, Colorado 75219, Tel. No. (303) 357-7310. Copies of documents filed with the SEC by AMGP will be made available free of charge on AMGP's website at <http://investors.anteromidstreamamgp.com/Investor-Relations/AMGP> or by directing a request to Investor Relations, Antero Midstream GP LP, 1615 Wynkoop Street, Denver, Colorado 75219, Tel. No. (303) 357-7310.

PARTICIPANTS IN THE SOLICITATION

AMGP, AM, AR and the directors and executive officers of AMGP and AM's respective general partners and of AR may be deemed to be participants in the solicitation of proxies in respect to the Transaction.

Information regarding the directors and executive officers of AM's general partner is contained in AM's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018, and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at <http://www.sec.gov> or by accessing AM's website at <http://www.anteromidstream.com>. Information regarding the executive officers and directors of AMGP's general partner is contained in AMGP's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018 and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing the AMGP's website at <http://www.anteromidstream.com>. Information regarding the executive officers and directors of AR is contained in AR's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018, including the information incorporated by reference, and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing the AMGP's website at <http://www.anteroresources.com>.

Investors may obtain additional information regarding the interests of those persons and other persons who may be deemed participants in the Transaction by reading the joint proxy statement/prospectus regarding the Transaction. You may obtain free copies of this document as described above.

This presentation includes "forward-looking statements." Such forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond AR's control. All statements, except for statements of historical fact, made in this presentation regarding activities, events or developments AR expects, believes or anticipates will or may occur in the future, such as the expected sources of funding and timing for completion of the share repurchase program if at all, the expected consideration to be received in connection with the closing of the Transaction, the timing of the consummation of the Transaction, if at all, AR's expected ability to return capital to investors and targeted leverage metrics, AR's estimated free cash flow and unhedged EBITDAX multiples, and AR's estimated production, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All forward-looking statements speak only as of the date of this presentation. Although AR believes that the plans, intentions and expectations reflected in or suggested by the forward-looking statements are reasonable, there is no assurance that these plans, intentions or expectations will be achieved. Therefore, actual outcomes and results could materially differ from what is expressed, implied or forecast in such statements.

AR cautions you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond the AR's control, incident to the exploration for and development, production, gathering and sale of natural gas, NGLs and oil. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating natural gas and oil reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, and the other risks described under the heading "Item 1A. Risk Factors" in AR's Annual Report on Form 10-K for the year ended December 31, 2017.

This presentation includes certain financial measures that are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). These measures include (i) Stand-Alone Adjusted EBITDAX, (ii) Stand-Alone Adjusted Operating Cash Flow, (iii) Free Cash Flow. Please see "Antero Definitions" and "Antero Non-GAAP Measures" for the definition of each of these measures as well as certain additional information regarding these measures, including the most comparable financial measures calculated in accordance with GAAP.

Antero Resources Corporation is denoted as "AR" in the presentation, Antero Midstream Partners LP is denoted as "AM" and Antero Midstream GP LP is denoted as "AMGP", which are their respective New York Stock Exchange ticker symbols.

The Most Integrated Natural Gas Liquids Platform in the U.S.

A World Class E&P Operator in Appalachia



NYSE: AR

What's new: \$600MM share repurchase program

4Q18 inflection point to sustainable FCF

\$9.0 Billion Enterprise Value
Ba2 / BB+ / BBB- Corp Debt Ratings

31%⁽¹⁾

A Leading Northeast Infrastructure Platform



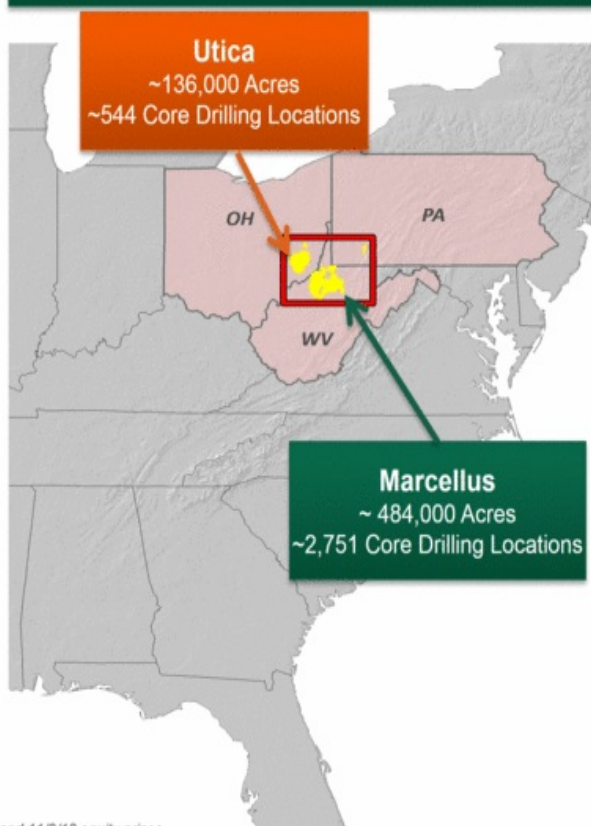
NYSE: AM

What's new: Midstream simplification creating C-corp and eliminating MLP and IDRs

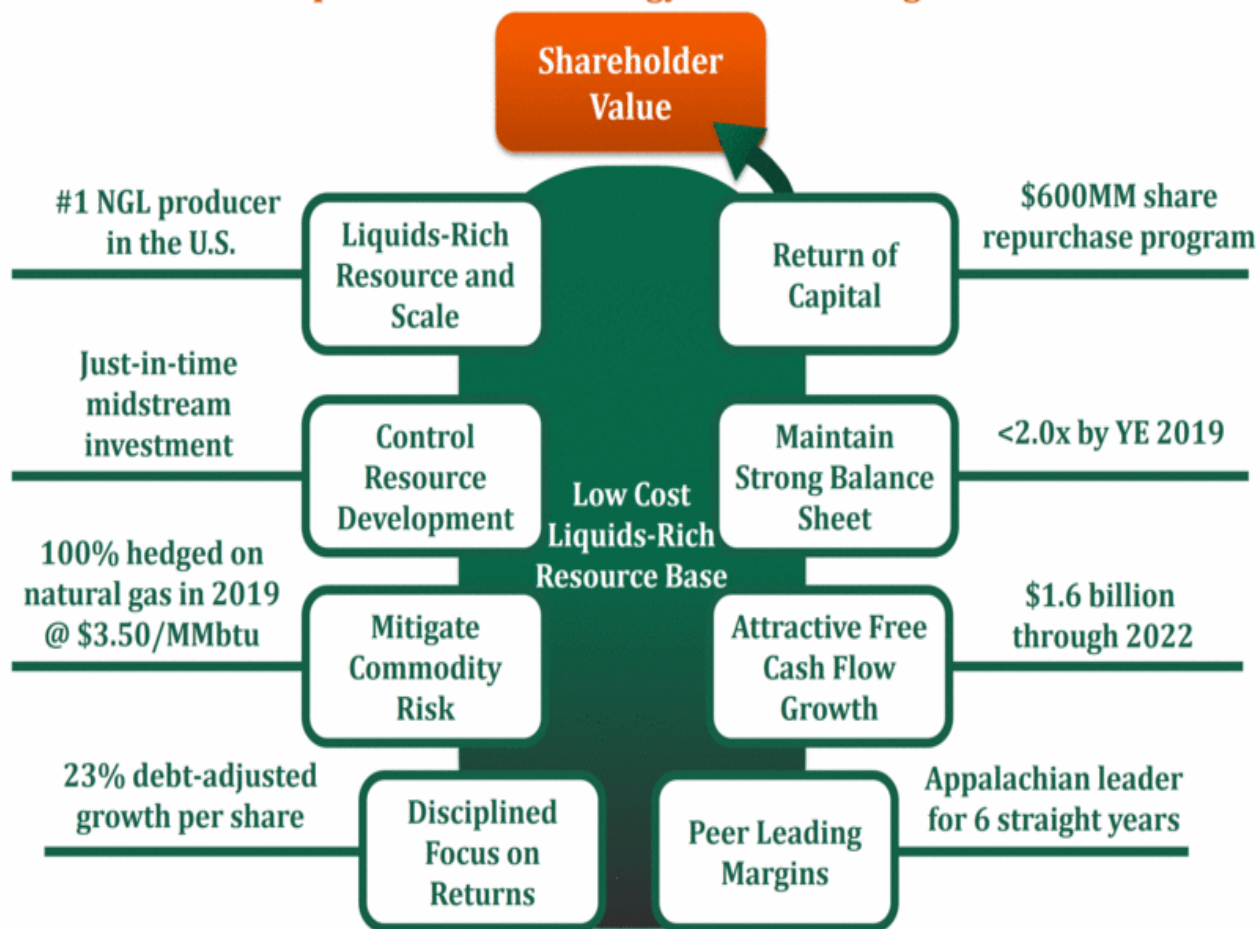
\$10 Billion Enterprise Value⁽¹⁾
Ba2 / BB+ / BBB- Corp Debt Ratings

1. Pro-forma for simplification transaction expected to close in 1Q19. Assumes 9/30/18 balance sheet and 11/2/18 equity prices.

Antero Assets



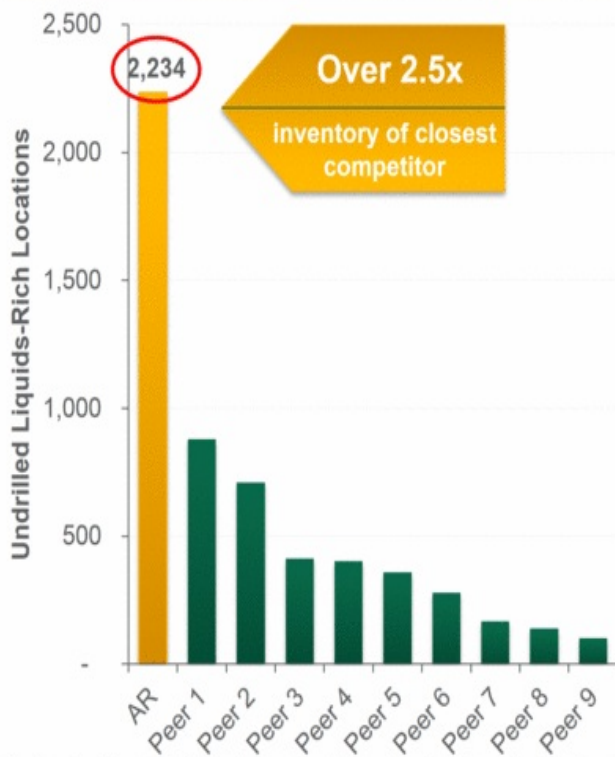
Differentiated Liquids Focused Strategy for Delivering Shareholder Value



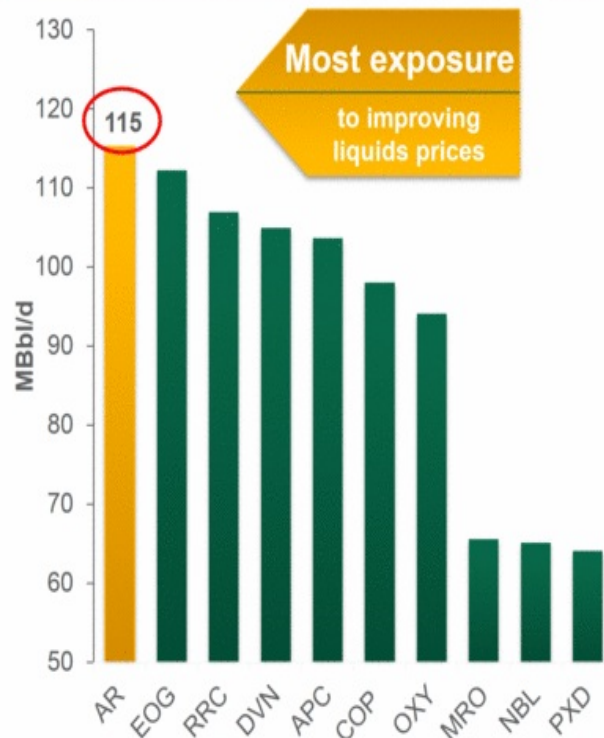
See appendix for Non-GAAP items and reconciliation

Antero controls 40% of the core undrilled liquids-rich locations in Appalachia and is the largest NGL producer in the U.S.

Undrilled Core Liquids-rich Inventory⁽¹⁾



Top U.S. C2+ NGL Producers - 2018E⁽²⁾



(1) Based on Antero analysis of undeveloped acreage in the core of the Marcellus and Utica plays. Peers include Ascent, CHK, CNX, CVX, EQT, GPOR, HG, RRC and SWN.

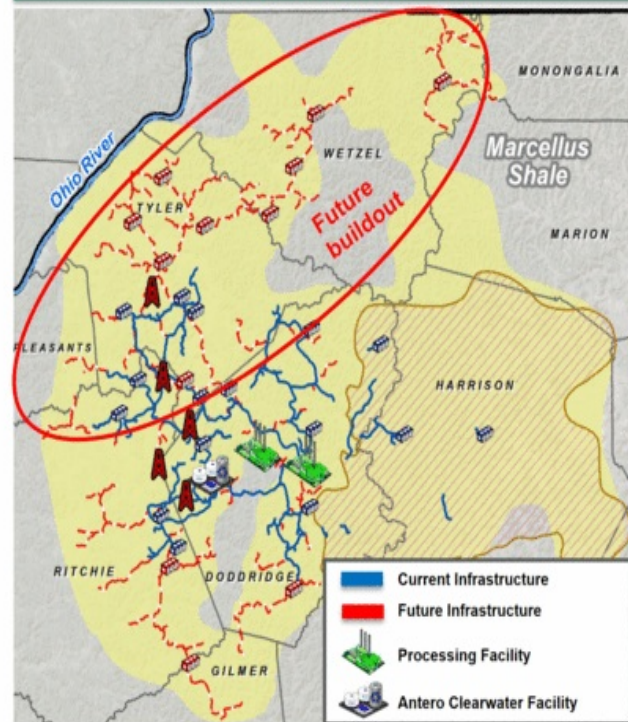
(2) Consensus as of 10/31/2018.

Owning and controlling the infrastructure is critical to sustainable development; Antero Midstream provides a customized midstream solution

Midstream Ownership Benefits

- ✓ Takeaway assurance and reliable project execution
- ✓ Never missed a completion date with fresh water delivery system
- ✓ Just-in-time capital investment
- ✓ Unparalleled downstream visibility
- ✓ Attractive return on investment (4.7x ROI for AR)

AM Midstream Buildout



Antero is 100% hedged on natural gas at prices 25% above NYMEX through 2019; Hedges and FT provide price certainty and limited volatility

Hedge Portfolio Supports Firm Commitments



Firm Transportation Portfolio

Allows Antero to achieve:



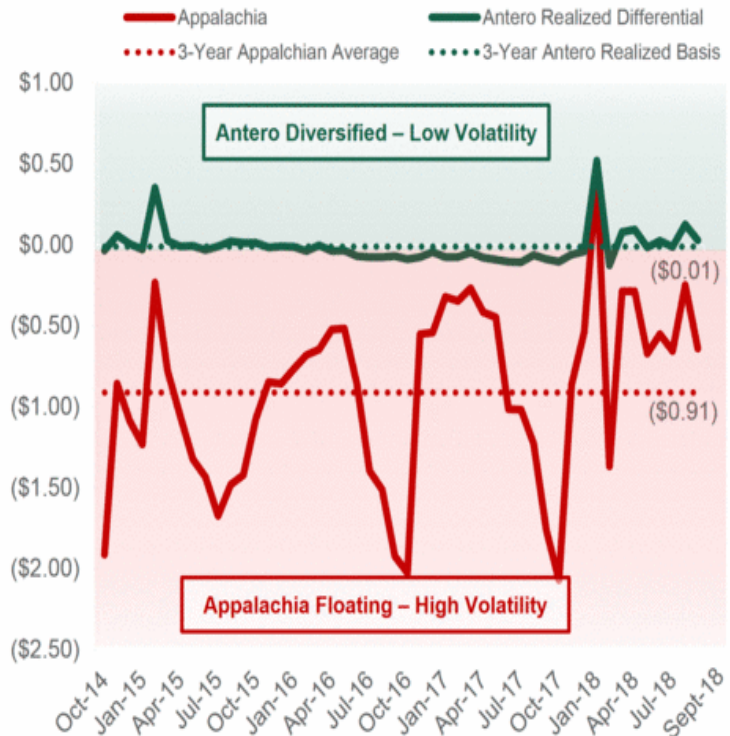
Premium Price Certainty

Less volatility and greater surety in realized prices

Effectively Hedge NYMEX Index

A key advantage as our product is delivered to NYMEX-related markets

Antero Natural Gas Differentials vs. Appalachia



(1) Reflects discount to NYMEX for Appalachia in-basin pricing at Dominion South & TETCO M2 indices.
 (2) Represents simple average discount to NYMEX for Antero firm transportation capacity.

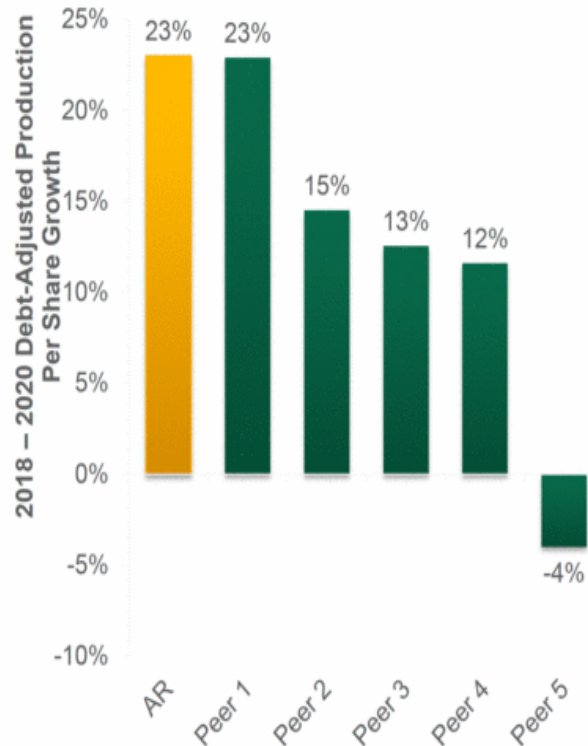
Note: Pricing reflects pre-hedge pricing

Antero's capital efficiency and attractive economics drives peer-leading debt-adjusted production per share growth

Development Plan Details

- **Measured capital budgets funded through operating cash flow**
 - Almost a 50% reduction in D&C capex from 2014 peak to 2016 then 5 straight years of essentially flat D&C capex from 2016 – 2020
 - Running 5 to 6 rigs vs. 2014 peak of 21 rigs
- **Development plan focused on liquids-rich development where economics and margins are superior to dry gas development**
 - 37% full cycle, pre-hedge, fully burdened rates of return⁽¹⁾
 - Mitigated infrastructure constraint risk to AR's growth profile via FT and midstream ownership

Debt-Adjusted Production Per Share Growth⁽²⁾



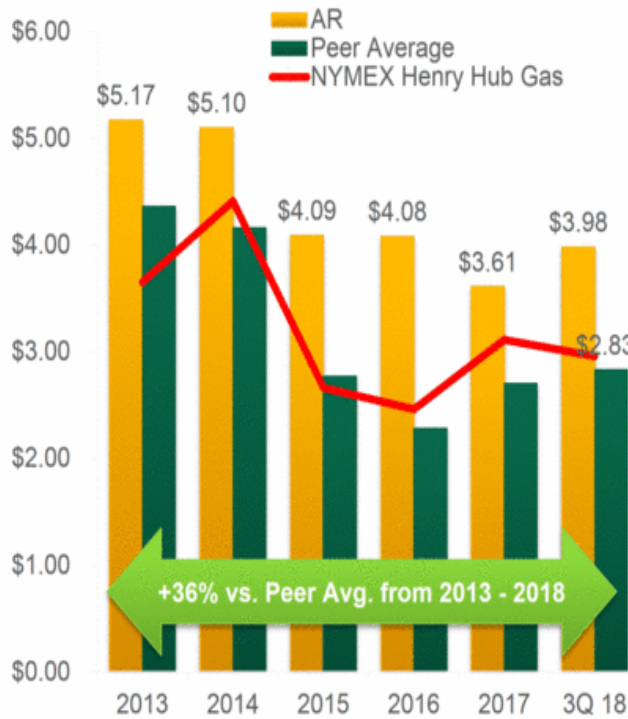
1. See appendix for details.

2. Based on consensus estimates as of 10/31/18. Debt-adjusted production per share = production estimates / (current shares outstanding + net debt estimates converted into shares at year-to-date average price). Peers include: CNX, COG, EQT, RRC, SWN. Excludes midstream debt for AR, EQT, CNX.

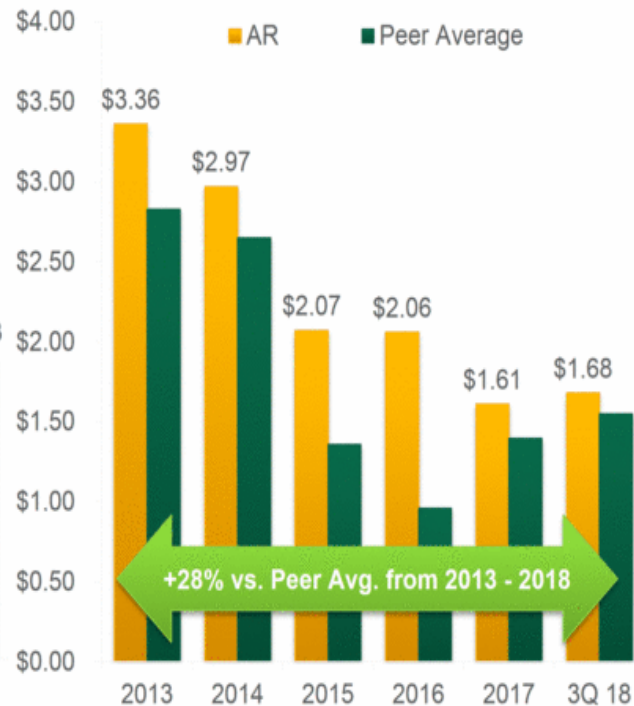
Antero's integrated strategy has resulted in peer-leading realized prices and margins for 6 straight years and consistent results through price cycles

- Driven by hedges, firm transport to premium markets and liquids contribution

All-in Pricing Realizations (\$/Mcf)



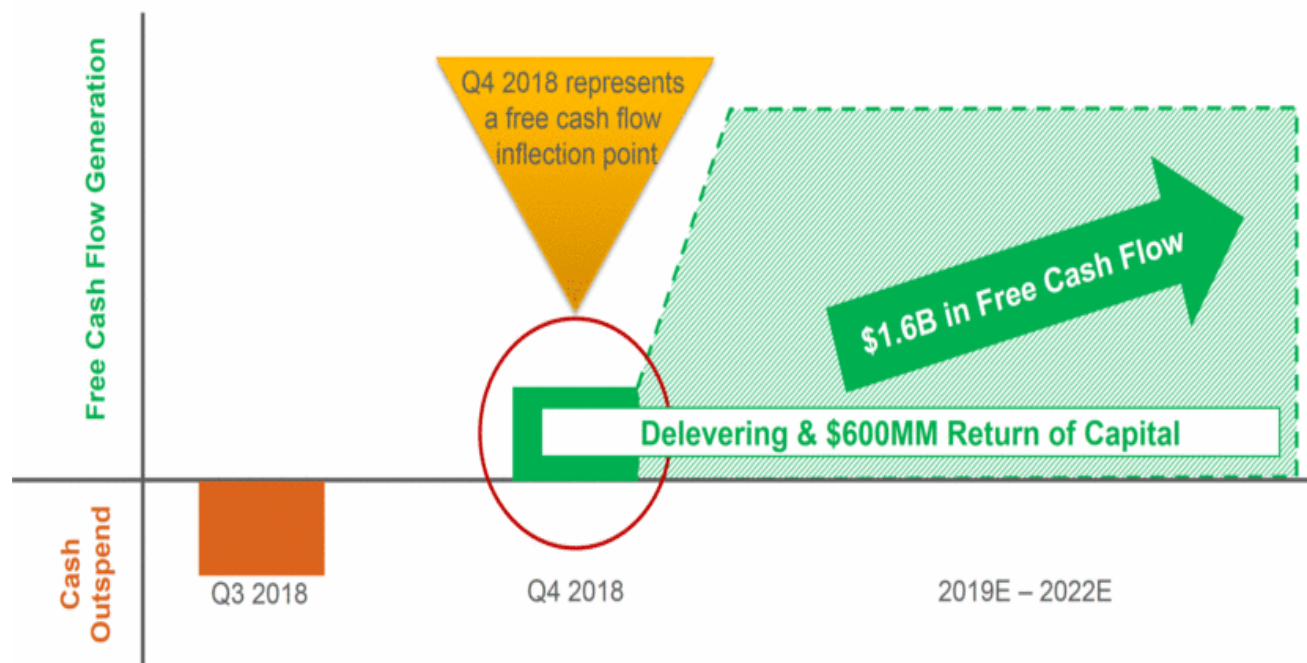
Standalone E&P EBITDAX Margins (\$/Mcf)



Source: SEC filings and press releases. Peers include: CNX, COG, EQT, RRC & SWN. See AR corporate presentation for detailed calculations.

Antero's capital discipline and substantial decrease in D&C capex in 4Q18, along with strong liquids prices drives sustainable free cash flow

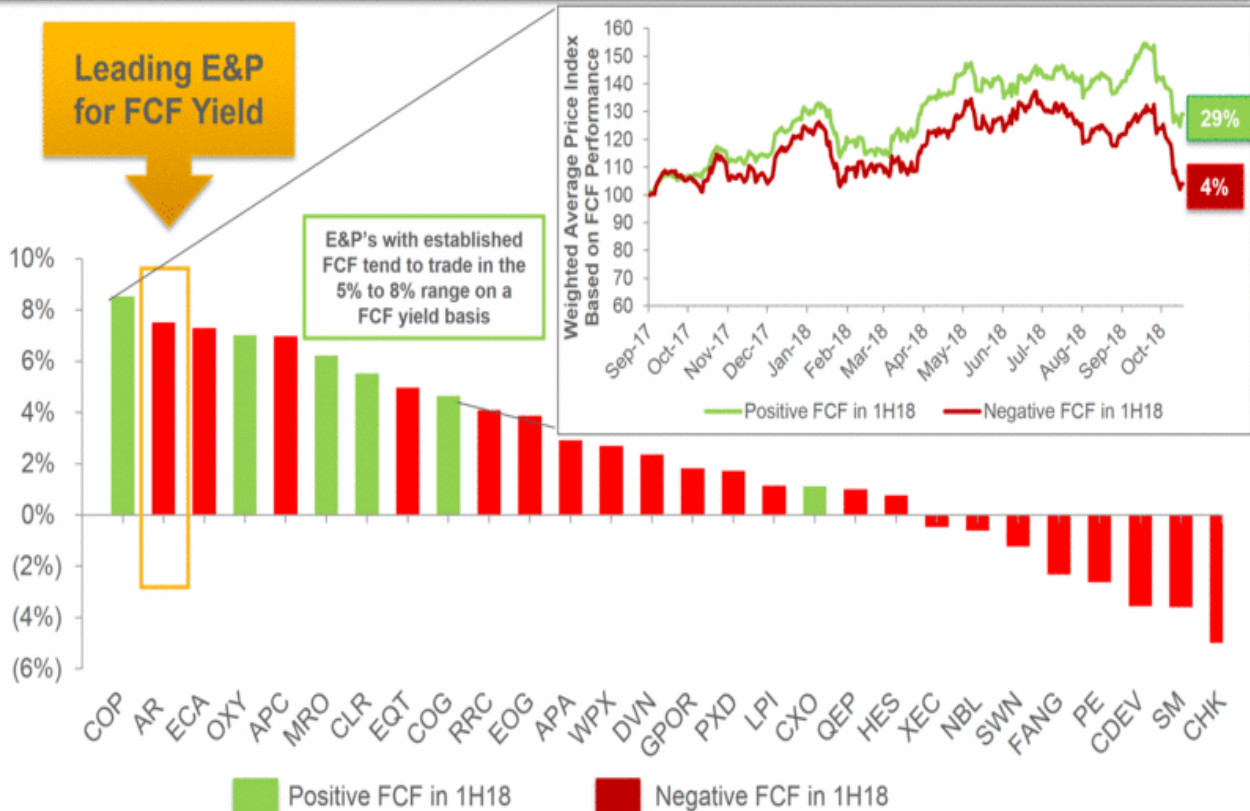
Stand-Alone Cash Flow⁽¹⁾



(1) For additional information regarding Non-GAAP Measures please see the Appendix. Estimates based on 12/31/2017 strip pricing.

Free Cash Flow is a “Prove It” story and has been rewarded by the market

Industry Leading Free Cash Flow Yield in 2019



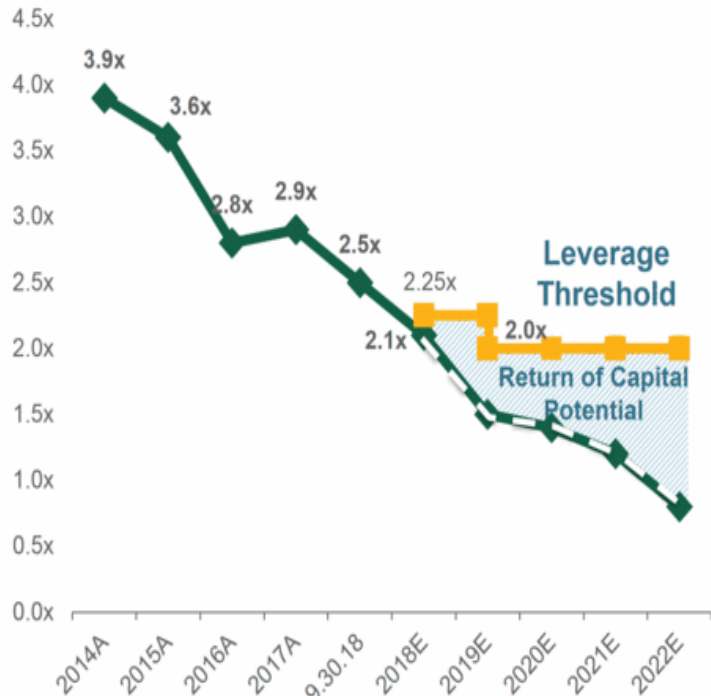
Note: 1H18 used as a proxy for proven free cash flow story. Cash flow yield defined as free cash flow divided by market capitalization.
AR estimate is based on Bloomberg consensus 2019 estimates, adjusted for Stand-Alone metrics. Peer FCF per Bloomberg consensus estimates.

Disciplined share repurchase plan maintains financial flexibility and balance sheet strength with leverage $\leq 2.25x$ in 4Q 2018 and $\leq 2.0x$ by YE 2019

Share Repurchase Details

- Announced \$600 million share repurchase plan
- Capacity to return \$1.3 billion during 18 month share repurchase period⁽²⁾
 - Leverage maintained at or below 2.0x from 1Q19-1Q20
- Capacity to return \$3.0 to \$3.5 billion of capital over the next four years
 - Represents 60% to 70% of current market cap

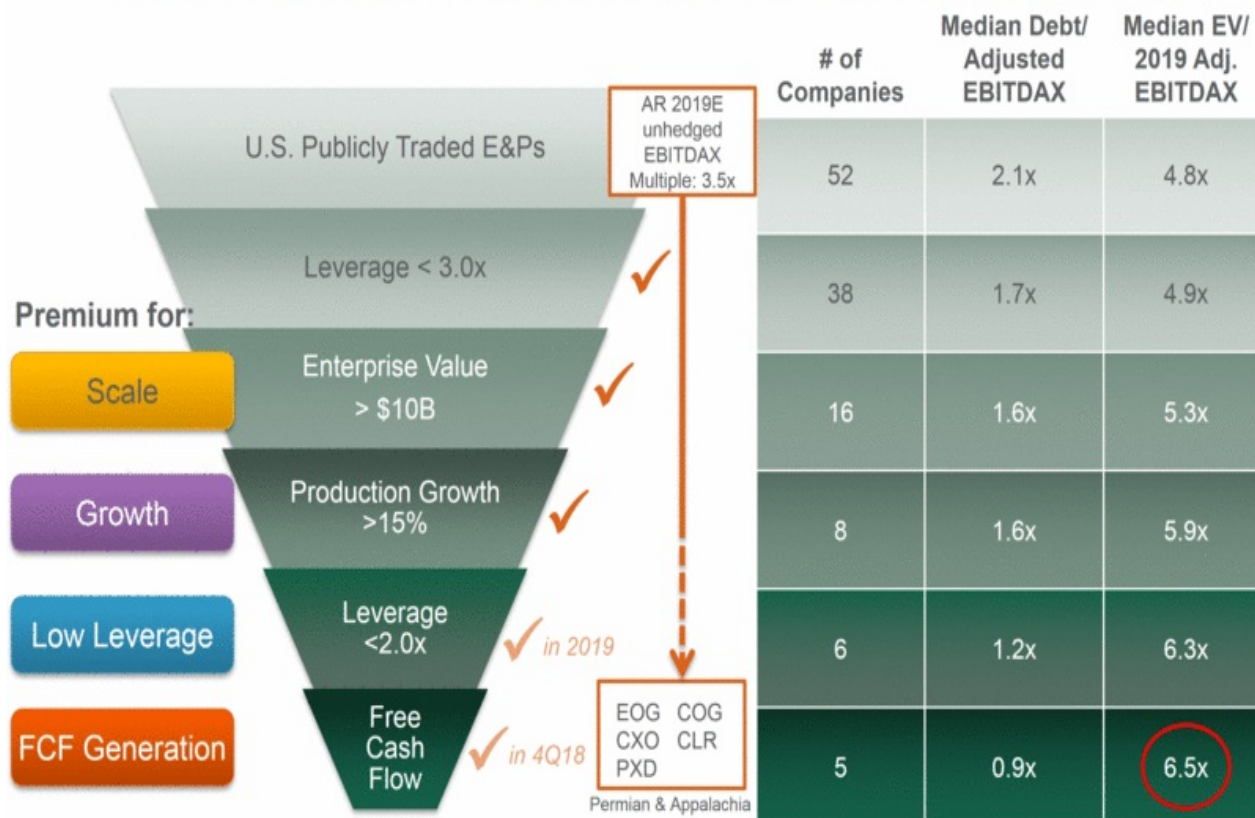
AR Standalone Net Debt / LTM EBITDAX⁽¹⁾



1) Based on 12/31/2017 strip pricing and the long-term plan announced at Antero's January 2018 analyst day. Stand-alone financial leverage is calculated by dividing year-end stand-alone net debt by last twelve months stand-alone EBITDAX. For additional information regarding these measures, please see "Antero Definitions" and "Antero Non-GAAP Measures" in the. Includes \$500 million of maintenance and discretionary land spend through 2022.

2) Includes \$300 million in proceeds from midstream simplification transaction.

At current prices, share repurchase program allows AR to buy back shares at an attractive 3.5x 2019 standalone unhedged EBITDAX multiple



Source: Bloomberg & Antero Estimates as of 10/31/18.

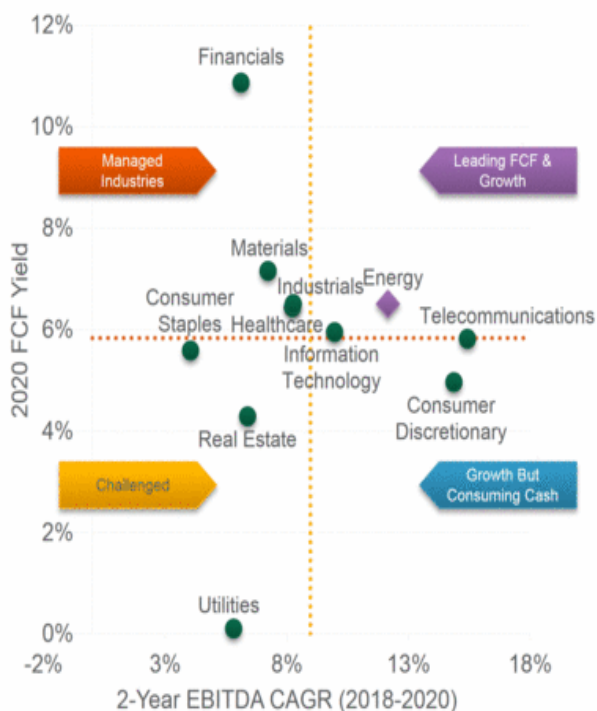
(1) Adjusted EBITDAX and Adjusted Operating Cash Flow are non-GAAP measures. AR EV/EBITDAX multiple also reflects an enterprise value that excludes AR ownership of AM, and EBITDAX excludes AM distributions received by AR, for comparative purposes with peer E&P multiples. For additional information regarding these measures, please see "Antero Definitions" and "Antero Non-GAAP Measures" in the Appendix.



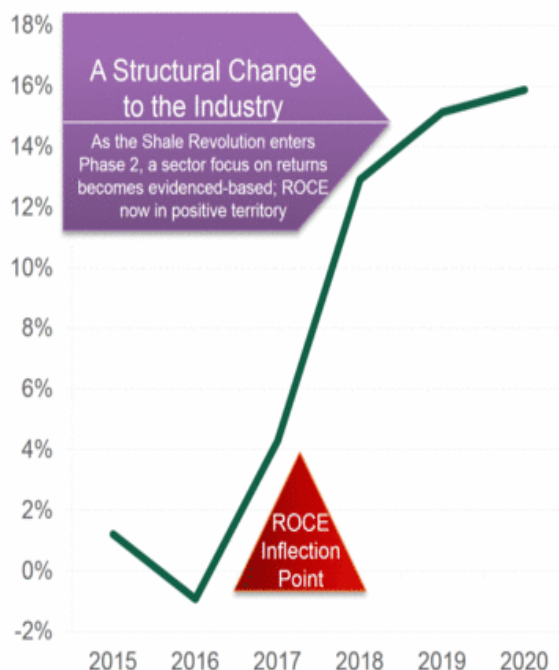
Appendix



Sector FCF Yield and EBITDA Growth ⁽¹⁾



E&P Average Return on Capital Employed ⁽²⁾

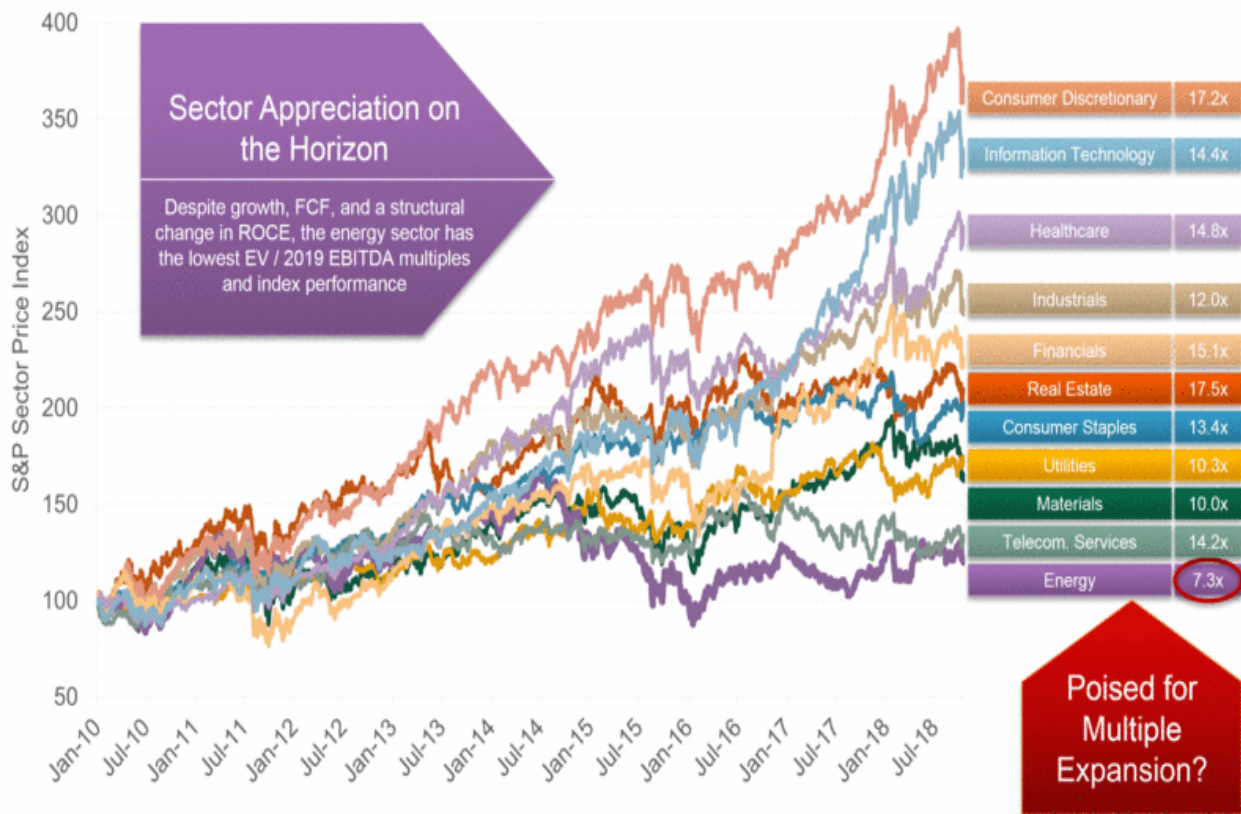


Energy Sector Offers Attractive Combination of FCF Yield, EBITDA Growth and Corporate Level Returns on Capital Efficiency Gains

Source: Bloomberg consensus & SEC filings.

- (1) Sectors are as defined within the S&P 500 index. Free cash flow yield represents consensus 2020 FCF estimates divided by current market capitalization when available. When FCF estimates are not available, pre-tax income or EBITDA estimates are used as a proxy (e.g. financials and real estate industries). EBITDA growth represents consensus 2-year CAGR estimates. When EBITDA estimates are not available, pre-tax income is used as a proxy (e.g. financials).
- (2) ROCE is defined as earnings before interest and taxes adjusted for derivative fair value changes and unusual items divided by average total assets less current liabilities for the current and prior year. Forward ROCE estimates use Q2 2018 and Q4 2017 balance sheet data; ROCE is likely biased higher due to expectations for an increase in return of cash to shareholders and depreciation of assets. E&P average ROCE is weighted by market capitalization and includes E&Ps with market capitalization of above ~\$20B (APC, CLR, CXO, EOG, MRO, OXY, & PXD) and Appalachian E&Ps (AR, COG, EQT, RRC, & SWN).

Energy: A Value Investment Opportunity



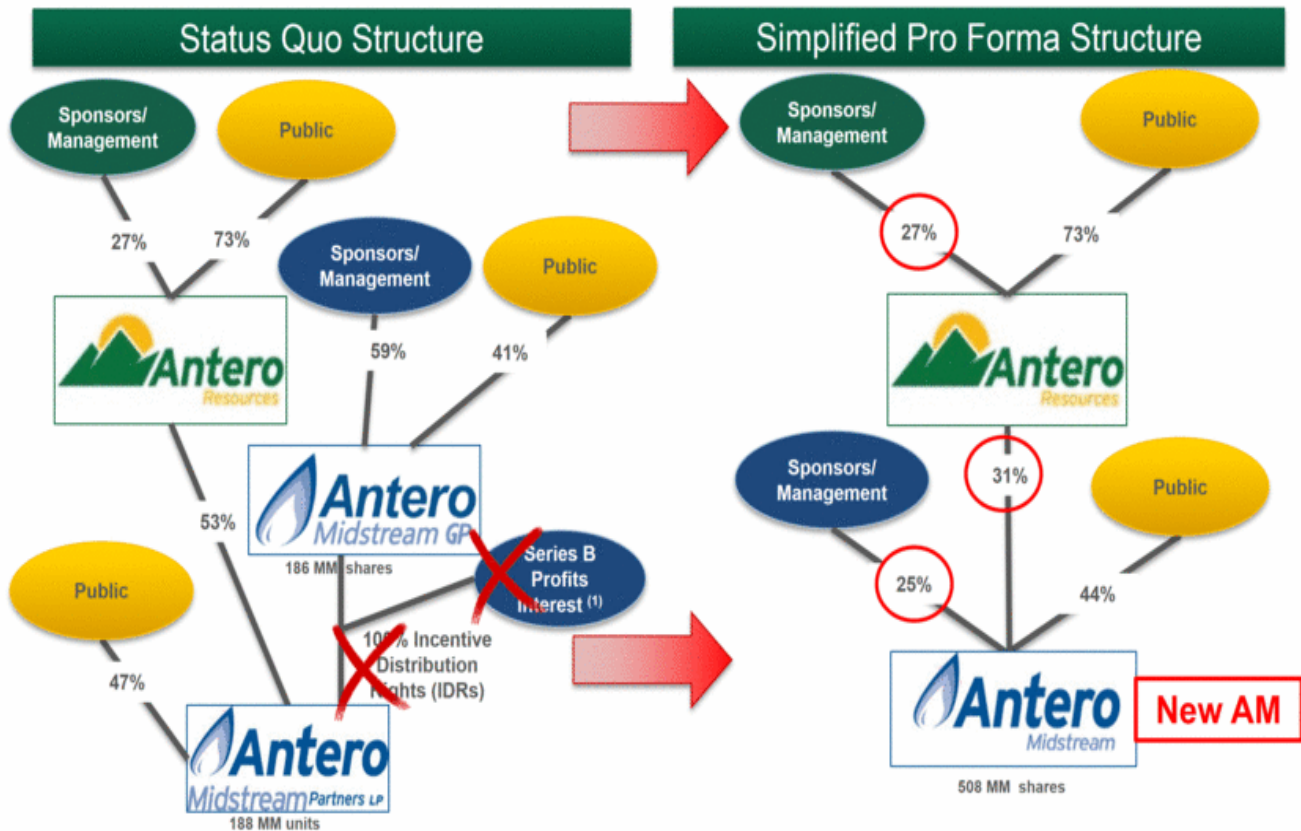
Energy Offers a Value Investment Opportunity Coupled with Attractive Growth Dynamics

Source: Bloomberg consensus & SEC filings.

(1) EV / EBITDA multiples reflect enterprise value as of September 27, 2018, divided by 2019 consensus EBITDA estimates. When EBITDA estimates are not available, pre-tax income is used as a proxy (e.g. financials).

Midstream simplification transaction results in one publicly traded midstream entity and better aligns the interests of PE sponsors and management with AR shareholders

- Eliminates IDRs and the Series B profits interests related to the IDRs
- AR shareholders and PE sponsors / management will all own the same type of interest in the midstream entity (common stock)

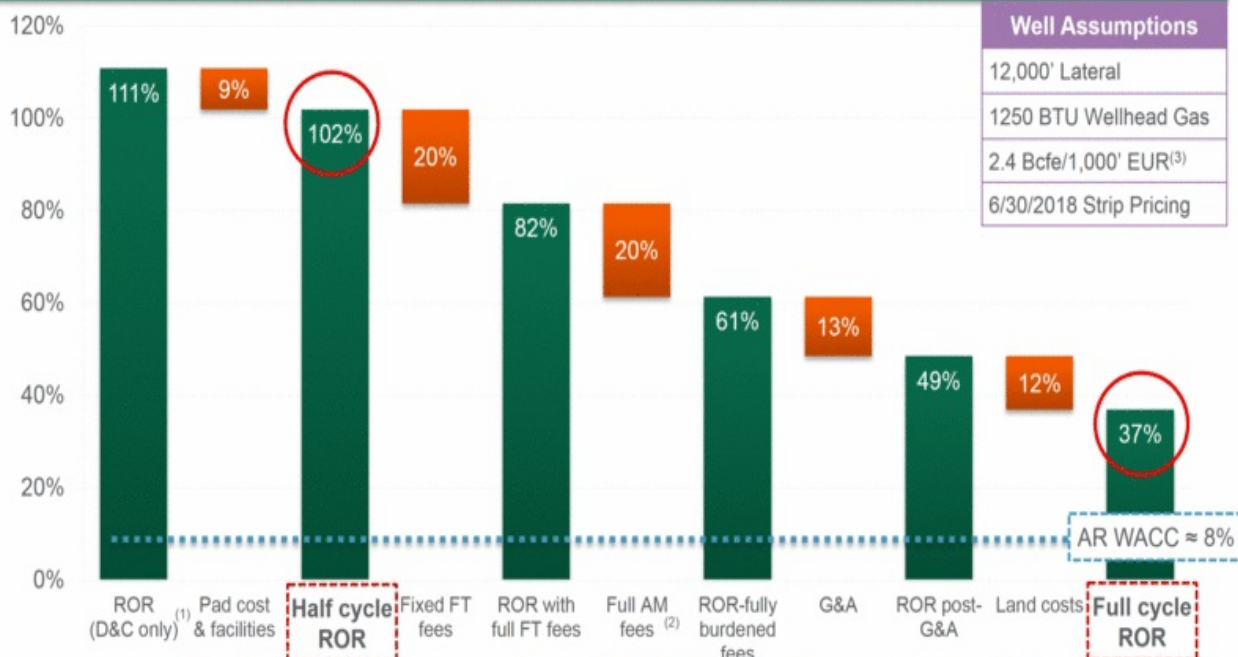


1) Series B profits interest held by Antero management.

Fully burdened well economics support investment

Corporate ROR well in excess of cost of capital

Single Well Economics Bridge to Corporate Level Returns



Well Assumptions

12,000' Lateral
1250 BTU Wellhead Gas
2.4 Bcfe/1,000' EUR ⁽³⁾
6/30/2018 Strip Pricing

Fully Burdened Corporate Level Well Economics are Outstanding

Note: See company presentation on Antero Resources investor relations website for further detail behind full cycle and half cycle single well economics; WACC calculated using CAPM.

(1) ROR (D&C only) burdened with 60% of AM fees to give credit for AM ownership/distributions and variable firm transportation fees only (i.e. excluding sunk demand costs).

(2) Incremental 40% of AM fees represent the full midstream fees AR pays to AM on complete stand-alone basis (i.e. no credit for midstream ownership). Includes increase in D&C capital to account for full water fees paid to AM.

(3) 2.4 bcf/1,000' EUR assumes ethane rejection.

Consolidated Drilling & Completion Capital: Represents drilling and completion capital as reported in AR's consolidated cash flow statements (i.e., fees paid to AM for water handling and treatment are eliminated upon consolidation and only operating costs associated with water handling and treatment are capitalized).

Free Cash Flow: Represents Stand-alone Adjusted operating cash flow, less Stand-alone E&P Drilling and Completion capital, less Land Maintenance capital. See "Non-GAAP Measures" for additional detail.

Land Maintenance Capital: Represents leasehold capital expenditures required to achieve targeted working interest percentage of 95% for 5-year development plan (i.e. historical average working interest), plus renewals associated with 5-year development plan.

Stand-Alone Adjusted EBITDAX: Represents income or loss from continuing operations as reported in the Parent column of AR's guarantor footnote to its financial statements before interest expense, interest income, derivative fair value gains or losses from exploration and production and marketing (excluding net cash receipts or payments on derivative instruments included in derivative fair value gains or losses), impairment, depletion, depreciation, amortization, and accretion, exploration expense, franchise taxes, equity-based compensation, gain or loss on early extinguishment of debt, gain or loss on sale of assets, and gain or loss on changes in the fair value of contingent acquisition consideration. Stand-alone E&P Adjusted EBITDAX also includes distributions received from limited partner interests in Antero Midstream common units. See "Non-GAAP Measures" for additional detail.

Stand-Alone Adjusted Operating Cash Flow: Represents net cash provided by operating activities as reported in the Parent column of AR's guarantor footnote to its financial statements before changes in current assets and liabilities, plus the AM cash distributions payable to AR, plus the earn out payments expected from Antero Midstream associated with the water drop down transaction that occurred in 2015. See "Non-GAAP Measures" on slide 18 for additional detail.

Stand-Alone Adjusted EBITDAX, Stand-Alone Adjusted Operating Cash Flow and Free Cash Flow are financial measures that are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). The non-GAAP financial measures used by the company may not be comparable to similarly titled measures utilized by other companies. These measures should not be considered in isolation or as substitutes for their nearest GAAP measures. The Stand-alone measures are presented to isolate the results of the operations of Antero apart from the performance of Antero Midstream, which is otherwise consolidated into the results of Antero.

Stand-Alone Adjusted EBITDAX

The GAAP financial measure nearest to Stand-Alone Adjusted EBITDAX is Stand-alone net income or loss that will be reported in the Parent column of Antero's guarantor footnote to its financial statements. While there are limitations associated with the use of Stand-Alone Adjusted EBITDAX described below, management believes that these measures are useful to an investor in evaluating the company's financial performance because these measures:

- are widely used by investors in the oil and gas industry to measure a company's operating performance without regard to items excluded from the calculation of such term, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired, among other factors;
- helps investors to more meaningfully evaluate and compare the results of Antero's operations (both on a consolidated and Stand-alone basis) from period to period by removing the effect of its capital structure from its operating structure; and
- is used by management for various purposes, including as a measure of Antero's operating performance (both on a consolidated and Stand-alone basis), in presentations to the company's board of directors, and as a basis for strategic planning and forecasting.

There are significant limitations to using Stand-Alone Adjusted EBITDAX as a measure of performance, including the inability to analyze the effect of certain recurring and non-recurring items that materially affect the company's net income on a Stand-alone basis, the lack of comparability of results of operations of different companies and the different methods of calculating Adjusted EBITDAX reported by different companies. In addition, Stand-Alone Adjusted EBITDAX provides no information regarding a company's capital structure, borrowings, interest costs, capital expenditures, and working capital movement or tax position.

Antero has not included a reconciliation of Stand-Alone Adjusted EBITDAX to the nearest GAAP financial measures for 2018 because it cannot do so without unreasonable effort and any attempt to do so would be inherently imprecise. Antero is able to forecast the following reconciling items between Stand-Alone Adjusted EBITDAX to net income from continuing operations including noncontrolling interest:

(in thousands)	Stand-Alone	
	Low	High
Interest expense	\$200,000	\$220,000
Depreciation, depletion, amortization, and accretion expense	800,000	900,000
Impairment expense	100,000	125,000
Exploration expense	5,000	15,000
Equity-based compensation expense	70,000	90,000
Equity in earnings of unconsolidated affiliate	N/A	N/A
Distributions from unconsolidated affiliates	N/A	N/A
Distributions from limited partner interest in Antero Midstream	166,000	170,000

Antero has a significant portfolio of commodity derivative contracts that it does not account for using hedge accounting, and forecasting unrealized gains or losses on this portfolio is impracticable and imprecise due to the price volatility of the underlying commodities. Antero is also forecasting no impact from franchise taxes, gain or loss on early extinguishment of debt, or gain or loss on sale of assets, for 2018. For income tax expense (benefit), Antero is forecasting a 2018 effective tax rate of 18% to 19%.

(in thousands)	Stand-Alone	
	Three months ended September 30,	
	2017	2018
Net (loss) attributable to Antero Resources Corporation	\$ (135,063)	(154,419)
Net Income attributable to noncontrolling interest	—	—
Commodity derivative fair value (gains) losses	65,957	(57,020)
Gains on settled commodity derivatives	61,479	71,144
Marketing derivative fair value losses	—	43
Losses on settled marketing derivatives	—	(16,060)
Interest expense	60,906	57,633
Income tax expense (benefit)	(45,078)	18,953
Depletion, depreciation, amortization, and accretion	177,070	205,408
Impairment of unproved properties	41,000	221,095
Impairment of gathering systems and facilities	—	—
Exploration expense	1,599	666
Gain on change in fair value of contingent acquisition consideration	(2,556)	(4,020)
Equity-based compensation expense	19,248	11,674
Equity in earnings of unconsolidated affiliates	—	—
Distributions from unconsolidated affiliates	—	—
Equity in (earnings) loss of Antero Midstream Partners LP	4,874	23,363
Distributions from Antero Midstream Partners LP	34,839	41,031
Adjusted EBITDAX	284,275	419,491
Interest expense	(60,906)	(57,633)
Exploration expense	(1,599)	(666)
Changes in current assets and liabilities	38,129	5,505
Proceeds from derivative monetizations	749,906	—
Other non-cash items	101	315
Net cash provided by operating activities	\$ 1,009,906	367,012
Adjusted EBITDAX	\$ 284,275	419,491
Production (MMcfe)	213,159	250,046
Adjusted EBITDAX margin per Mcfe	\$ 1.33	1.68

AR Stand-Alone Adjusted EBITDAX Margin Reconciliation

	Stand-Alone	
	Three months ended September 30,	
	2017	2018
Adjusted EBITDAX margin (\$ per Mcfe):		
Realized price before cash receipts for settled derivatives	\$ 3.10	3.70
Gathering, compression, and water handling and treatment revenues	N/A	N/A
Distributions from unconsolidated affiliates	N/A	N/A
Distributions from Antero Midstream	0.15	0.18
Gathering, compression, processing and transportation costs	(1.73)	(1.77)
Lease operating expense	(0.11)	(0.14)
Marketing, net ⁽¹⁾	(0.13)	(0.31)
Production and ad valorem taxes	(0.10)	(0.12)
General and administrative (excluding equity-based compensation)	(0.14)	(0.14)
Adjusted EBITDAX margin before settled commodity derivatives	1.04	1.40
Cash receipts for settled commodity derivatives	0.29	0.28
Adjusted EBITDAX margin (\$ per Mcfe):	\$ 1.33	1.68

⁽¹⁾Includes cash payments for settled marketing derivative losses of \$0.06 per Mcfe in 2018. Includes marketing revenues of \$89.6 million and marketing expense of \$151.8 million.

Standalone Adjusted EBITDAX per Mcfe Reconciliation (Annual)

	2013	2014	2015	2016	2017	1Q2018	2Q2018	3Q2018
<i>(\$/Mcfe)</i>								
Natural Gas, Oil, Ethane and NGL sales	\$ 4.31	\$ 4.74	\$ 2.53	\$ 2.60	\$ 3.35	\$ 3.56	\$ 3.35	\$ 3.70
Realized commodity derivative gains (losses)	\$ 0.86	\$ 0.37	\$ 1.57	\$ 1.48	\$ 0.26	\$ 0.47	\$ 0.42	\$ 0.28
Distributions from Antero Midstream	\$ -	\$ -	\$ 0.16	\$ 0.17	\$ 0.16	\$ 0.17	\$ 0.17	\$ 0.16
All-In E&P Revenue	\$ 5.17	\$ 5.10	\$ 4.27	\$ 4.25	\$ 3.77	\$ 4.21	\$ 3.94	\$ 4.15
Gathering, compression, processing, and transportation	\$ 1.25	\$ 1.46	\$ 1.56	\$ 1.70	\$ 1.75	\$ 1.80	\$ 1.79	\$ 1.77
Production and ad valorem taxes	0.24	0.23	0.14	0.10	0.11	0.12	0.11	0.12
Lease operating expenses	0.05	0.08	0.07	0.07	0.11	0.15	0.14	0.14
Net Marketing Expense / (Gain)	-	0.14	0.23	0.16	0.13	(0.27)	0.30	0.31
General and administrative (before equity-based compensation)	0.26	0.23	0.20	0.16	0.15	0.15	0.15	0.14
Total E&P Cash Costs	\$ 1.81	\$ 2.14	\$ 2.20	\$ 2.19	\$ 2.26	\$ 1.93	\$ 2.48	\$ 2.48
E&P EBITDAX Margin (All-In)	\$ 3.36	\$ 2.96	\$ 2.07	\$ 2.06	\$ 1.61	\$ 2.28	\$ 1.46	\$ 1.68
Production Volumes (Bcfe)	191	368	545	676	822	214	229	250
<i>\$ Millions</i>								
Natural Gas, Oil, Ethane and NGL sales	\$ 821	\$ 1,741	\$ 1,379	\$ 1,757	\$ 2,751	\$ 762	\$ 768	\$ 925
Realized commodity derivative gains (losses)	164	136	857	1,003	214	101	96	71
Distributions from Antero Midstream	-	-	89	112	132	36	39	41
All-In E&P Revenue	\$ 985	\$ 1,877	\$ 2,324	\$ 2,872	\$ 3,097	\$ 900	\$ 903	\$ 1,037
Gathering, compression, processing, and transportation	239	537	853	1,146	1,441	384	410	443
Production and ad valorem taxes	46	86	77	69	91	25	25	29
Lease operating expenses	9	28	36	51	94	31	32	35
Net Marketing Expense / (Gain)	-	50	123	106	108	(59)	69	78
General and administrative (before equity-based compensation)	50	86	108	110	119	31	33	34
Total E&P Cash Costs	\$ 345	\$ 786	\$ 1,196	\$ 1,483	\$ 1,853	\$ 413	\$ 569	\$ 619

Standalone LTM Adjusted EBITDAX Reconciliation

(in thousands)	Stand-Alone Twelve months ended September 30,	
	2018	
Net income attributable to Antero Resources Corporation	\$	210,898
Commodity derivative fair value gains		(334,617)
Gains on settled commodity derivatives		344,917
Marketing derivative fair value gains		(72,687)
Gains on settled marketing derivatives		78,098
Interest expense		219,206
Loss on early extinguishment of debt		1,205
Income tax benefit		(397,638)
Depletion, depreciation, amortization, and accretion		787,598
Impairment of unproved properties		482,568
Impairment of gathering systems and facilities		4,470
Exploration expense		7,050
Gain on change in fair value of contingent acquisition consideration		(15,645)
Equity-based compensation expense		57,496
Equity in (earnings) loss of Antero Midstream		92,545
Distributions from Antero Midstream		149,292
Adjusted EBITDAX	\$	1,614,756



Company Presentation

NOVEMBER 2018

NO OFFER OR SOLICITATION

This presentation includes a discussion of a proposed business combination transaction (the "Transaction") between AM and AMGP. This presentation is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, in any jurisdiction, pursuant to the Transaction or otherwise, nor shall there be any sale, issuance, exchange or transfer of the securities referred to in this document in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

IMPORTANT ADDITIONAL INFORMATION

In connection with the Transaction, AMGP will file with the U.S. Securities and Exchange Commission ("SEC") a registration statement on Form S-4, that will include a joint proxy statement of AM and AMGP and a prospectus of AMGP. The Transaction will be submitted to AM's unitholders and AMGP's shareholders for their consideration. AM and AMGP may also file other documents with the SEC regarding the Transaction. The definitive joint proxy statement/prospectus will be sent to the shareholders of AMGP and unitholders of AM. This document is not a substitute for the registration statement and joint proxy statement/prospectus that will be filed with the SEC or any other documents that AMGP or AM may file with the SEC or send to shareholders of AMGP or unitholders of AM in connection with the Transaction. INVESTORS AND SECURITY HOLDERS OF ANTERO MIDSTREAM AND AMGP ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION WHEN IT BECOMES AVAILABLE AND ALL OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION AND RELATED MATTERS.

Investors and security holders will be able to obtain free copies of the registration statement and the joint proxy statement/prospectus (when available) and all other documents filed or that will be filed with the SEC by AMGP or AM through the website maintained by the SEC at <http://www.sec.gov>. Copies of documents filed with the SEC by AM will be made available free of charge on AM's website at <http://investors.anteromidstream.com/investor-relations/AM>, under the heading "SEC Filings," or by directing a request to Investor Relations, Antero Midstream Partners LP, 1615 Wynkoop Street, Denver, Colorado 75219, Tel. No. (303) 357-7310. Copies of documents filed with the SEC by AMGP will be made available free of charge on AMGP's website at <http://investors.anteromidstreamgp.com/investor-relations/AMGP> or by directing a request to Investor Relations, Antero Midstream GP LP, 1615 Wynkoop Street, Denver, Colorado 75219, Tel. No. (303) 357-7310.

PARTICIPANTS IN THE SOLICITATION

AMGP, AM, AR and the directors and executive officers of AMGP and AM's respective general partners and of AR may be deemed to be participants in the solicitation of proxies in respect to the Transaction.

Information regarding the directors and executive officers of AM's general partner is contained in AM's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018, and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at <http://www.sec.gov> or by accessing AM's website at <http://www.anteromidstream.com>. Information regarding the executive officers and directors of AMGP's general partner is contained in AMGP's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018 and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing the AMGP's website at <http://www.anteromidstream.com>. Information regarding the executive officers and directors of AR is contained in AR's 2018 Annual Report on Form 10-K filed with the SEC on February 13, 2018 and certain of its Current Reports on Form 8-K. You can obtain a free copy of this document at the SEC's website at www.sec.gov or by accessing the AMGP's website at <http://www.anteroresources.com>.

Investors may obtain additional information regarding the interests of those persons and other persons who may be deemed participants in the Transaction by reading the joint proxy statement/prospectus regarding the Transaction when it becomes available. You may obtain free copies of this document as described above.

This presentation includes “forward-looking statements.” Such forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond AR’s control. All statements, except for statements of historical fact, made in this presentation regarding activities, events or developments AR expects, believes or anticipates will or may occur in the future, such as the expected sources of funding and timing for completion of the share repurchase program if at all, the expected consideration to be received in connection with the closing of the Transaction, the timing of the consummation of the Transaction, if at all, the extent to which AR will be shielded from tax payments associated with the Transaction, pro forma AM dividend and DCF coverage targets, estimated pro forma AM dividend CAGR and leverage metrics, AR’s expected ability to return capital to investors and targeted leverage metrics, AR’s estimated unhedged EBITDAX multiples, future plans for processing plants and fractionators, AR’s estimated production and the expected impact of Mariner East 2 on AR’s NGL pricing, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All forward-looking statements speak only as of the date of this presentation. Although AR believes that the plans, intentions and expectations reflected in or suggested by the forward-looking statements are reasonable, there is no assurance that these plans, intentions or expectations will be achieved. Therefore, actual outcomes and results could materially differ from what is expressed, implied or forecast in such statements.

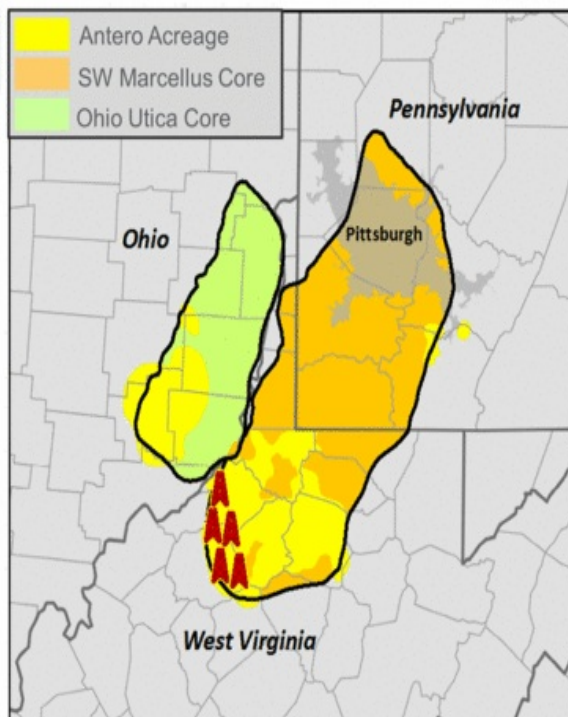
AR cautions you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond the AR’s control, incident to the exploration for and development, production, gathering and sale of natural gas, NGLs and oil. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating natural gas and oil reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures, and the other risks described under the heading “Item 1A. Risk Factors” in AR’s Annual Report on Form 10-K for the year ended December 31, 2017.

This presentation includes certain financial measures that are not calculated in accordance with U.S. generally accepted accounting principles (“GAAP”). These measures include (i) Consolidated Adjusted EBITDAX, (ii) Stand-Alone Adjusted EBITDAX, (iii) Consolidated Adjusted Operating Cash Flow, (iv) Stand-Alone Adjusted Operating Cash Flow, (v) Free Cash Flow. Please see “Antero Definitions” and “Antero Non-GAAP Measures” for the definition of each of these measures as well as certain additional information regarding these measures, including the most comparable financial measures calculated in accordance with GAAP.

Antero Resources Corporation is denoted as “AR” in the presentation, Antero Midstream Partners LP is denoted as “AM” and Antero Midstream GP LP is denoted as “AMGP”, which are their respective New York Stock Exchange ticker symbols.

Antero Resources Profile

Market Cap.....	\$5.0B
Enterprise Value.....	\$9.0B
Corporate Debt Ratings.....	Ba2 / BB+ / BBB-
Stand-Alone Debt/Adj. EBITDAX	2.5x
Net Production (2018E).....	2.7 Bcfe/d
Liquids.....	130,000 Bbl/d
3P Reserves.....	54.6 Tcfe
C2+ NGLs ⁽¹⁾	2,131 MMBbls
Condensate.....	131 MMBbls
Net Acres.....	620,000
Core Drilling Locations.....	3,295
Hedge Mark to Market.....	\$1.2B
AR Midstream Ownership (53%)	\$2.9B



AR
LISTED
NYSE

Note: Equity market data as of 10/31/18. Balance sheet data, hedge mark to market as of 9/30/18. Reserves as of 12/31/2017. Enterprise value excludes AM net debt. See 2018 Guidance in Appendix.
(1) C2+ 3P Reserves contain 1,318 MMBbls of C3+ NGLs and 812 MMBbls of ethane. Assumes approximately 31% ethane recovery leaving 1,808 MMBbls of ethane in the natural gas stream.

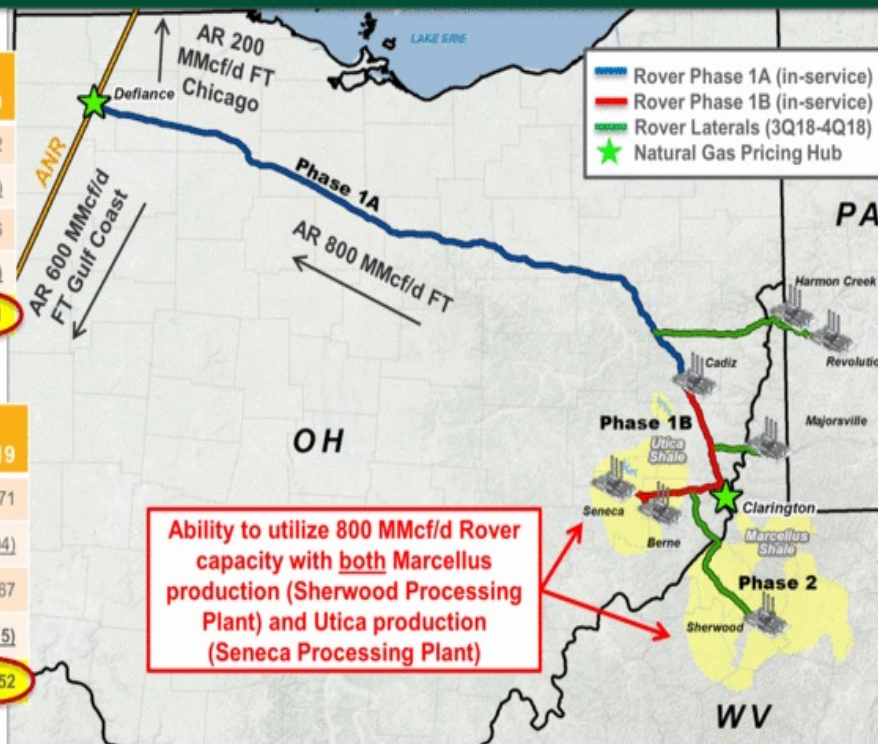
Rover Sherwood Lateral recently received approval to be placed into service in November

Unlocks development optionality between Marcellus and Utica and provides further Chicago & Gulf Coast exposure

Rover Pipeline Map

Chicago via Rover (\$/MMBtu)	2019
Chicago Price (\$/MMBtu) ⁽¹⁾	\$2.62
Approximate Variable Cost	\$(0.06)
Netback Price	\$2.56
TETCO M2 Price	\$(2.15)
Uplift vs. TETCO M2 ⁽²⁾	\$0.41

Gulf Coast via ANR (\$/MMBtu)	2019
Gulf Coast Price (\$/MMBtu) ⁽¹⁾	\$2.71
Approximate Variable Cost	\$(0.04)
Netback Price	\$2.67
TETCO M2 Price	\$(2.15)
Uplift vs. TETCO M2 ⁽²⁾	\$0.52



1. Futures prices as of 9/30/18.

2. Based on 2019 TETCO-M2 futures prices and includes \$0.14 of variable cost

While evaluating potential alternatives to increase shareholder value, there were a number of key objectives:

1 Return Capital to AR Shareholders

- Capitalize on opportunity to repurchase shares at a discount to both intrinsic value and relative value of comparable elite operators
- Return Capital while maintaining trajectory to IG rating profile at AR

2 Further Align the Interest of All Antero Equity Holders and Management

- Remove the perceived alignment of interest questions related to management/PE sponsor ownership of GP/IDRs relative to AR shareholders

3 Simplify the Structure and Unlock Shareholder Value

- Simplify the structure for current and future investors
- Eliminate the eventual IDR drag on AM cash flow growth and cost of capital

4 Achieve a “Win-Win-Win” Transaction Across the Antero Family

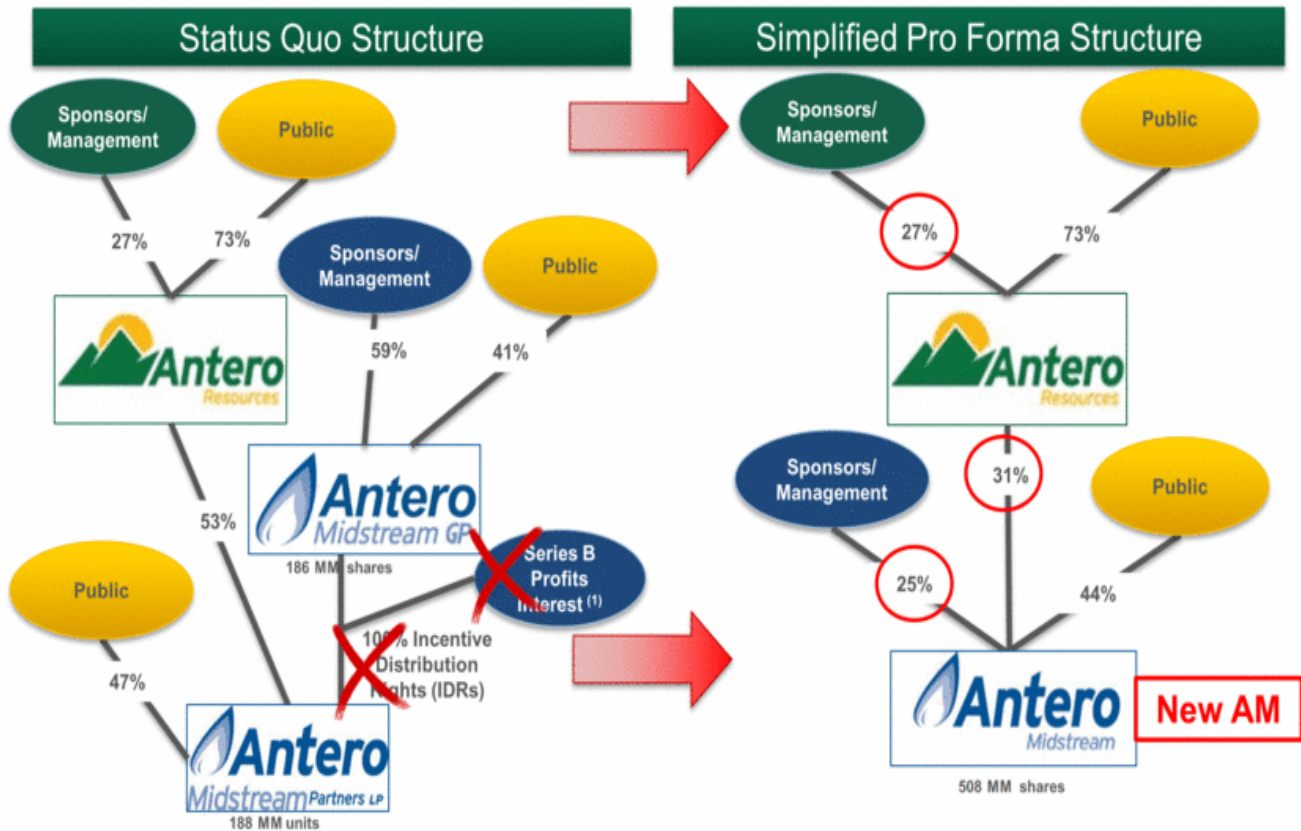
- Improve the financial profile and deliver value to all three Antero equities including AR, AM and AMGP
- Maintain target distributions to AM unitholders including AR, with strong coverage

5 Maintain Antero’s Integrated Strategy & Long-Term Outlook

- Maintain senior management’s long-term vision to build the most integrated NGL and natural gas business in the U.S.

Midstream simplification transaction results in one publicly traded midstream entity and better aligns the interests of PE sponsors and management with AR shareholders

- Eliminates IDRs and the Series B profits interests related to the IDRs
- AR shareholders and PE sponsors / management will all own the same type of interest in the midstream entity (common stock)



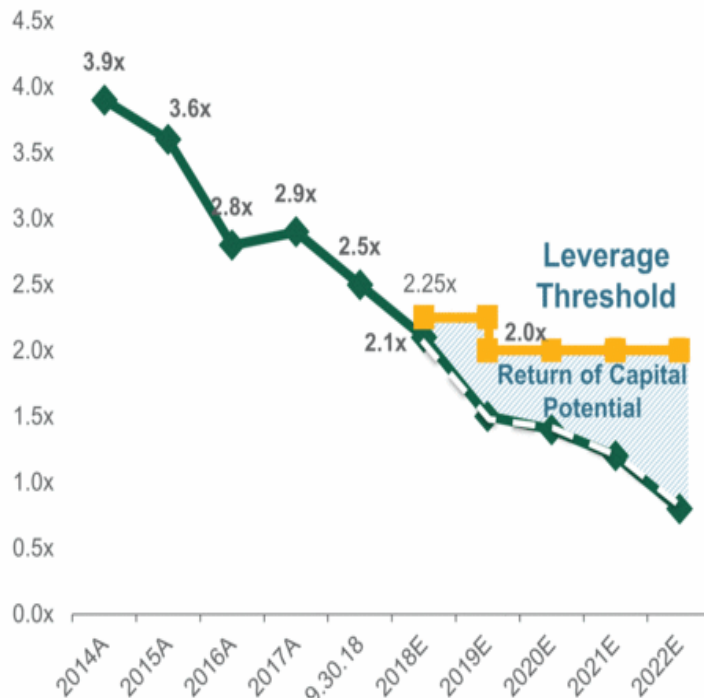
1) Series B profits interest held by Antero management.

Disciplined share repurchase plan maintains financial flexibility and balance sheet strength with leverage $\leq 2.25x$ in 4Q 2018 and $\leq 2.0x$ by YE 2019

Share Repurchase Details

- **Announced \$600 million share repurchase plan**
- **Capacity to return \$1.3 billion during 18 month share repurchase period⁽²⁾**
 - Leverage maintained at or below 2.0x from 1Q19-1Q20
- **Capacity to return \$3.0 to \$3.5 billion of capital over the next four years**
 - Represents 60% to 70% of current market cap

AR Standalone Net Debt / LTM EBITDAX⁽¹⁾



1) Based on 12/31/2017 strip pricing and the long-term plan announced at Antero's January 2018 analyst day. Stand-alone financial leverage is calculated by dividing year-end stand-alone net debt by last twelve months stand-alone EBITDAX. For additional information regarding these measures, please see "Antero Definitions" and "Antero Non-GAAP Measures" in the. Includes \$500 million of maintenance and discretionary land spend through 2022.

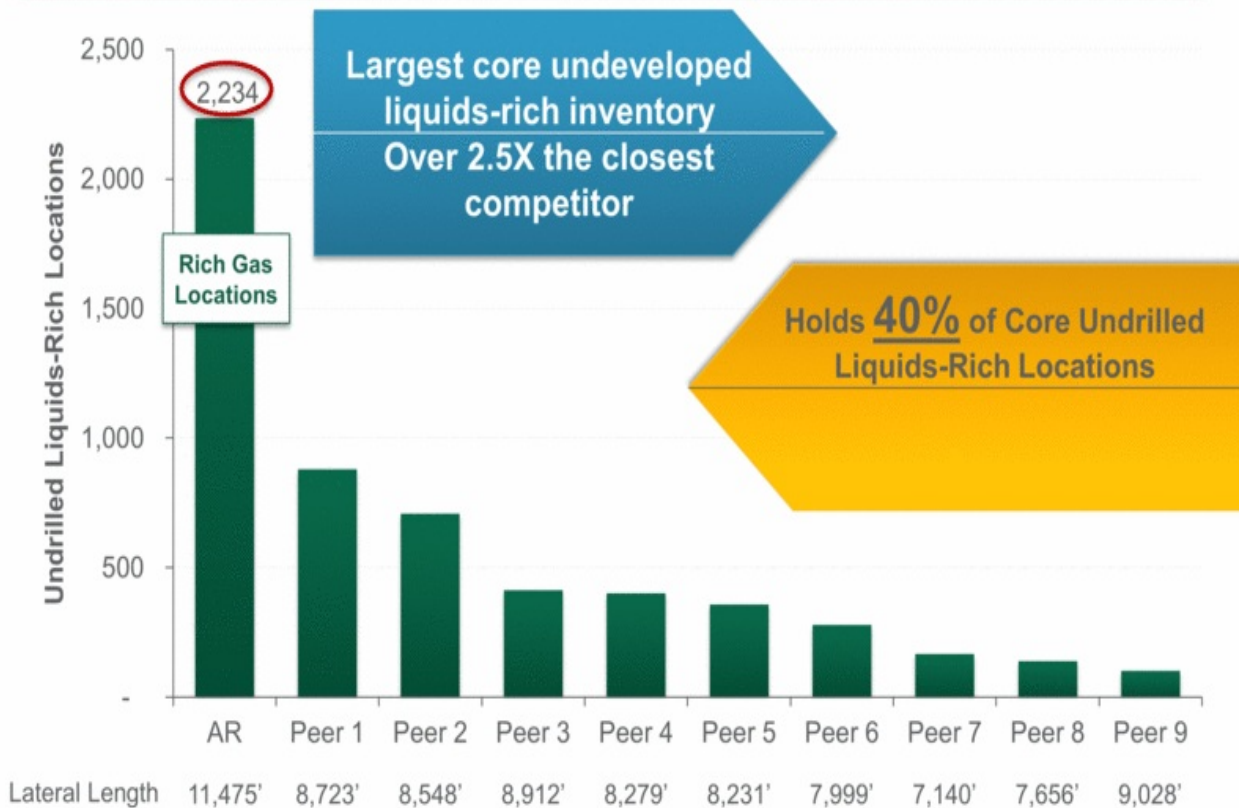
2) Includes \$300 million in proceeds from midstream simplification transaction.



Natural Gas Liquids Update: Leading Position

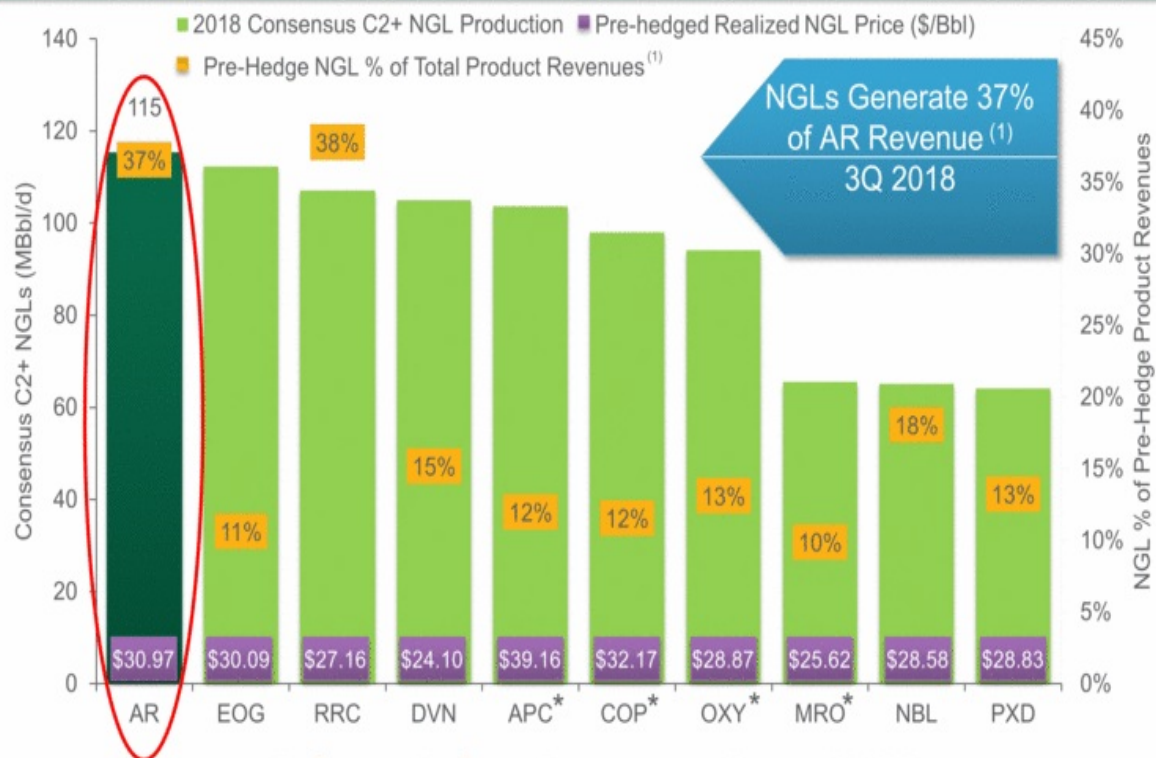


Largest Undrilled Core Liquids-Rich Inventory⁽¹⁾



(1) Based on Antero analysis of undeveloped acreage in the core of the Marcellus and Utica plays. Peers include Ascent, CHK, CNX, CVX, EQT, GPOR, HG, RRC and SWN.

Top NGL Producers in the U.S.



Antero Delivers Highest Exposure to Rising NGL Prices

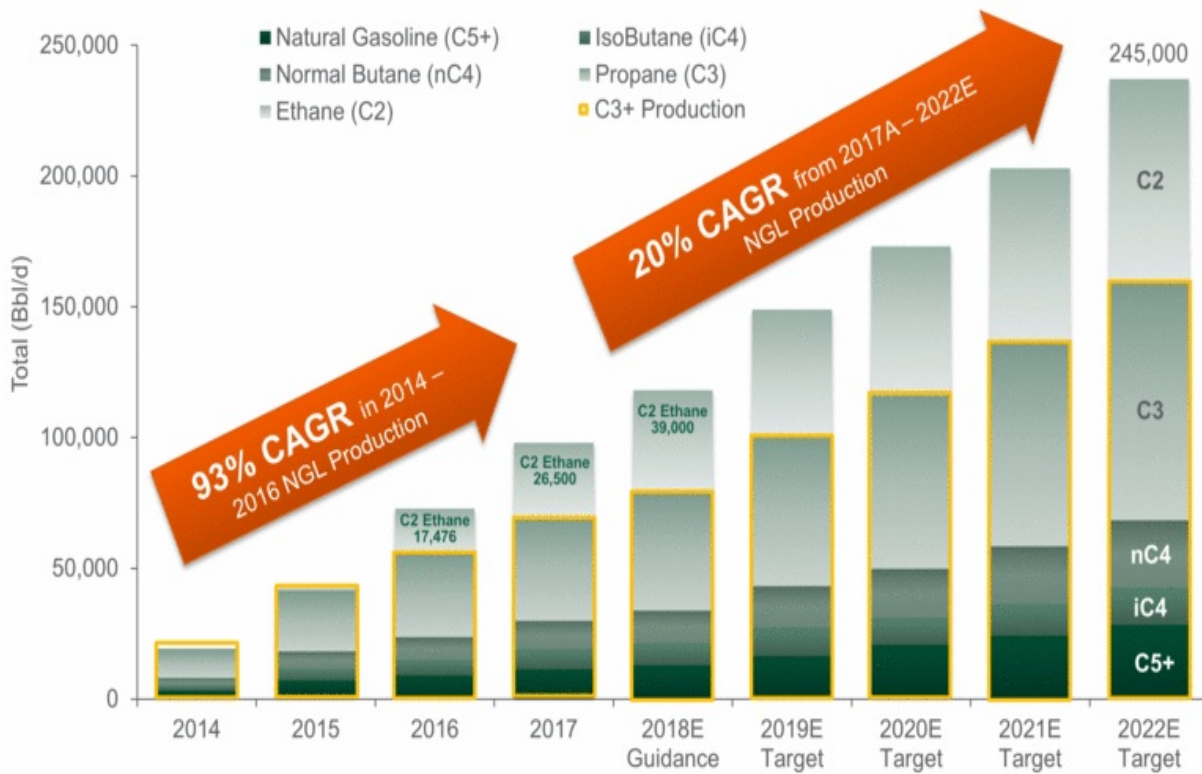
Source: Bloomberg consensus, SEC filings and company press releases.

Note: Volumes represent consensus as of 10/31/2018. 3Q 2018 realized prices are weighted average including ethane (C2) where applicable. DVN, MRO, OXY and PXD percent revenue and realized prices represent 2Q 2018 actuals.

(1) 3Q 2018 actual NGL revenue percentage based on unhedged product revenue.

* Denotes consensus inclusive of international NGL production.

Antero NGL Production Growth by Purity Product



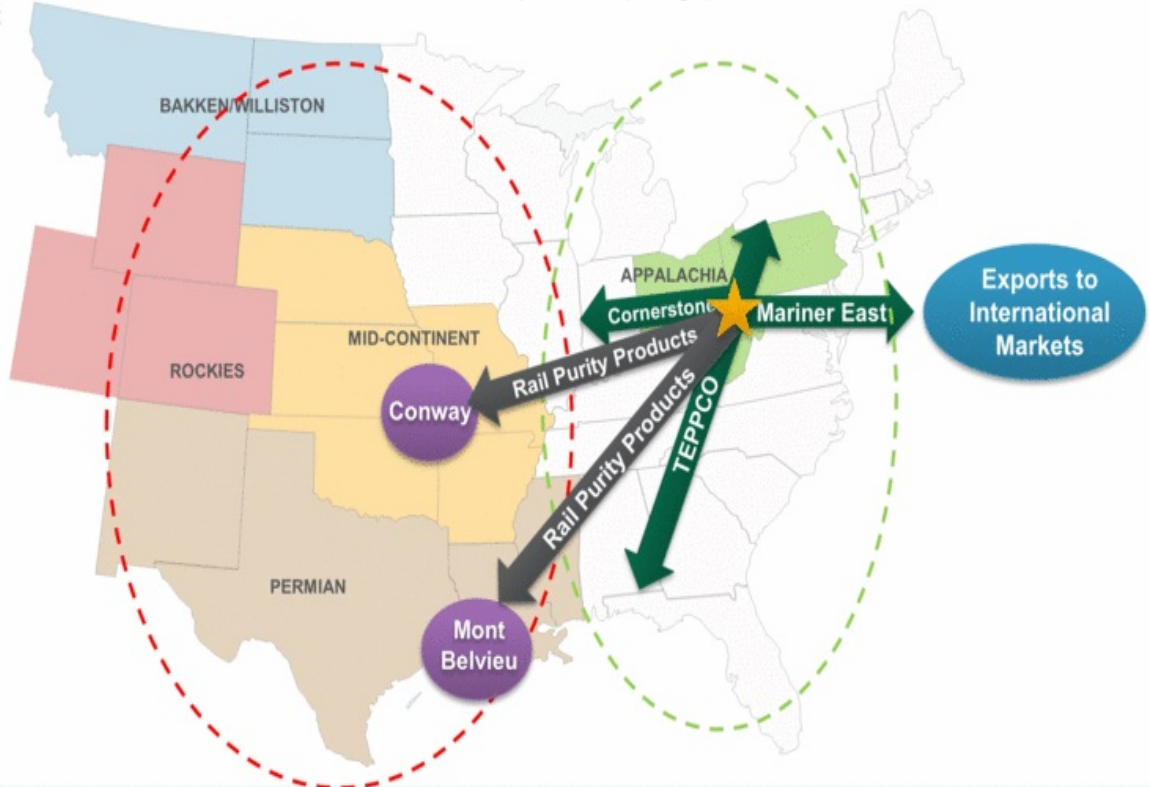
Note: Excludes condensate. See Appendix for further assumptions around long-term targets. C2 ethane volumes in 2018 reflect adjustment for timing of Borealis contract start date from 10/1/18 to 11/1/18.

Permian, Rockies, Mid-Continent & Bakken

- ✗ ▪ Transport Y-grade for out-of-basin fractionation at Mont Belvieu and Conway
- Severely constrained fractionation, Y-grade transportation and NGL storage capacity
- Rapidly rising spot fractionation fees
- Midstream controls product destination and captures pricing uplift

Appalachia

- ✓ ▪ In-basin fractionation
- Transport marketable purity products out-of-basin
- Sufficient fractionation capacity
- Fixed fractionation fees
- Producer controls product destination and captures pricing uplift



Antero's ethane has a natural gas pricing "floor" and purity ethane "ceiling"; increases in ethane purity prices are all upside

Antero's balanced approach to ethane sales results in 50% of contracts tied to purity ethane prices vs. natural gas value

Ethane Revenue Uplift (\$MM)



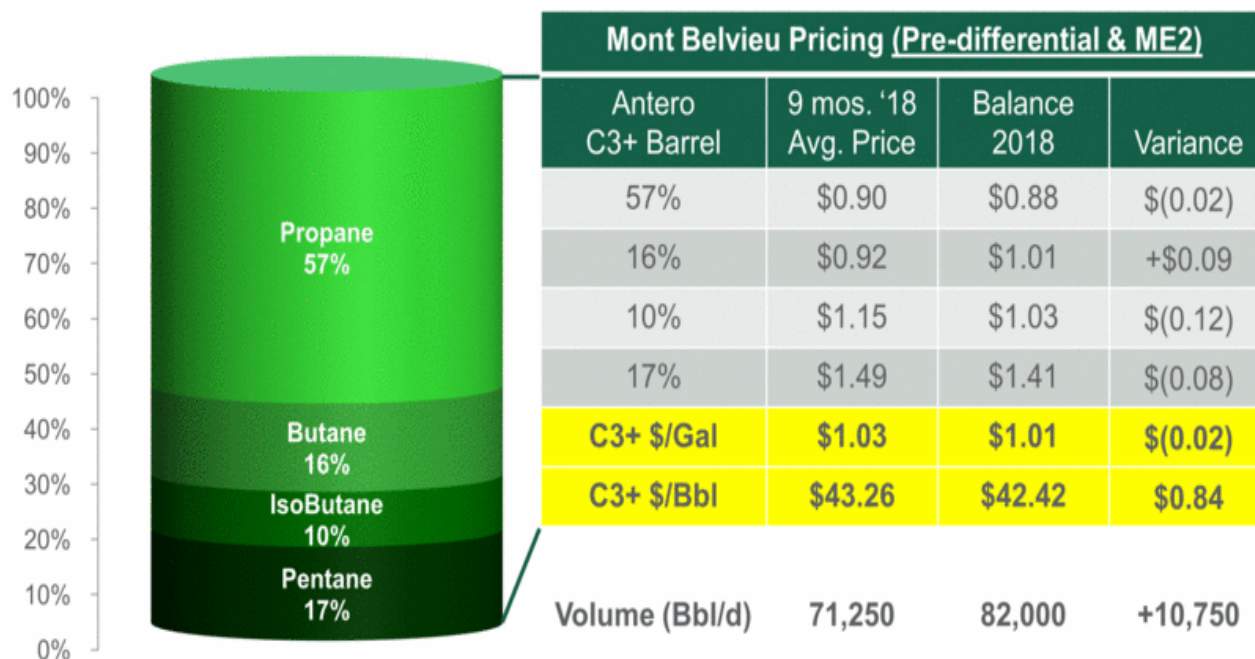
Ethane sensitivity: +\$0.10/gallon x 2019 production target x ~50% exposure to Mt. Belvieu = ~\$40MM incremental 2019 ethane revenue

Note: Forward prices use strip as of 9/30/2018. Ethane prices reflect realized price to Antero and assume \$(0.05)/gallon discount to Mt. Belvieu prices based on 2018 Antero guidance. 2019 volumes are assumptions only, based on ME2 in-service and an increase in de-eth capacity expected to come on-line in 4Q18.

Antero's NGL price directly benefits from the recent strengthening of NGL prices at Mont Belvieu

NGL fundamentals remain constructive and support higher prices despite illiquid and backwardated NGL futures prices

Antero C3+ Barrel Composition by Product – Mont Belvieu Pricing

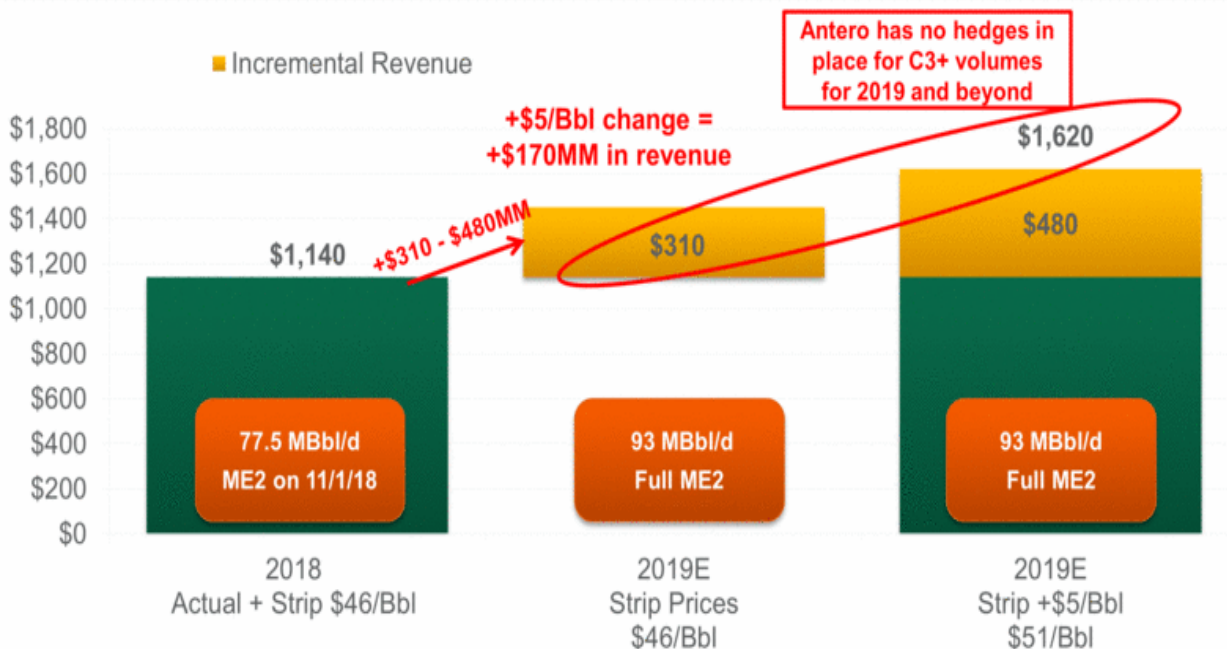


1. Q418 represents strip pricing as of 9/30/2018. Volumes based on midpoint of guidance. Antero has 26 MBbl/d of propane hedged at \$0.76 per gallon for the remainder of 2018 and no C3+ hedges beyond 2018.

Compounded pricing leverage from increasing volumes, prices, and Mariner East 2 uplift drives cash flow growth

For every \$5.00/Bbl increase in NGL prices, Antero generates an incremental \$170MM in Revenue

Pre-Hedge Revenue Sensitivity to C3+ NGL Pricing (\$MM)



Note: Represents 9/30/2018 strip Mont Belvieu pricing. 2019 volumes assume 20% liquids growth vs. 2018 C3+ guidance of 77,500 Bbl/d. Assumes C3+ barrel weightings of: propane 57%, normal butane 16%, isobutane 10%, pentanes 17% and reflects differential of \$(6.00)/Bbl. Initial ME2 in-service 11/1/18 moving Antero's fully contracted "Full ME2" 50,000 Bbl/d of contracted volumes.

Antero's NGL Pricing Uplift from Mariner East 2



Mariner East 2 will allow AR to access international LPG markets and realize a ~\$5.88/Bbl uplift on its exported barrels

50,000 Bbl/d Mariner East 2 commitment equates to over \$107 MM of incremental annual cash flow

Domestic Markets

International Markets

Mariner East 2 ("ME2")	
Initial Capacity (4Q18):	Committed volumes
Full Capacity (3Q19):	275 MBbl/d
AR Commitments:	35 Mbbl/d C3
	15 MBbl/d C4
AR Expansion Rights:	50 Mbbl/d C3/C4



Source: Poten Partners. Prices reflect blended price of propane and butane based on Antero's ME2 volume commitment.
 Note: Based on Baltic forward shipping rates and propane strip prices as of 09/30/18. Includes associated port and canal fees and charges.
 (1) Based on Wall Street research, Antero cost may be lower.



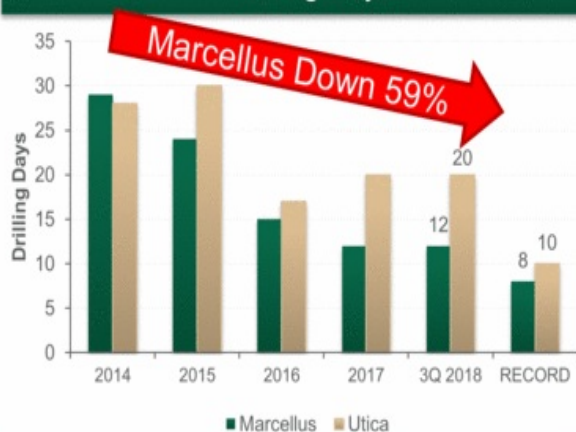
Liquids-Rich Resource + Capital
Efficiency = Free Cash Flow



Drilling and Completion Efficiencies



Drilling Days



Completion Stages per Day



Average Lateral Length per Well



Average Lateral Feet per Day



Note: Utica 3Q 2018 results reflect YTD results, as Antero is not operating any rigs in the Utica during 2H18.
 Note: Percentage increase and decrease arrows represent change in Marcellus data from 2014 to 3Q 2018.

LIQUIDS RESOURCE + CAPITAL EFFICIENCY = FREE CASH FLOW | COST EFFICIENCY DRIVERS

Historical Well Costs

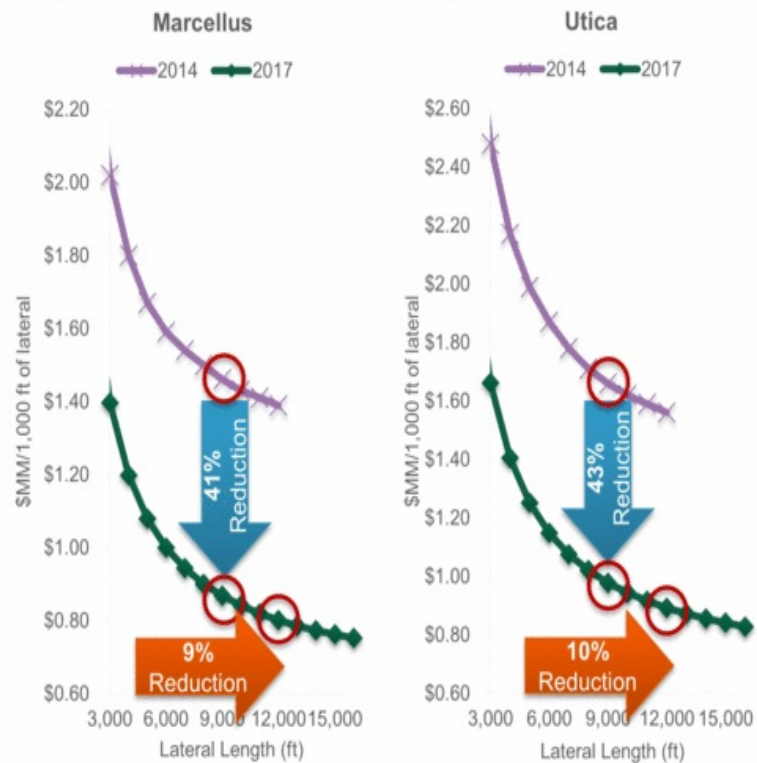
41% | 43%
Lower Costs

Marcellus | Utica reduction in well costs
from 2014 to 2017 for a 9,000' lateral

- 54% from efficiencies
- 45% from service costs

9% | 10%
Cost Benefit

Marcellus | Utica reduction in well cost
per 1,000' lateral going from
9,000' to 12,000' laterals

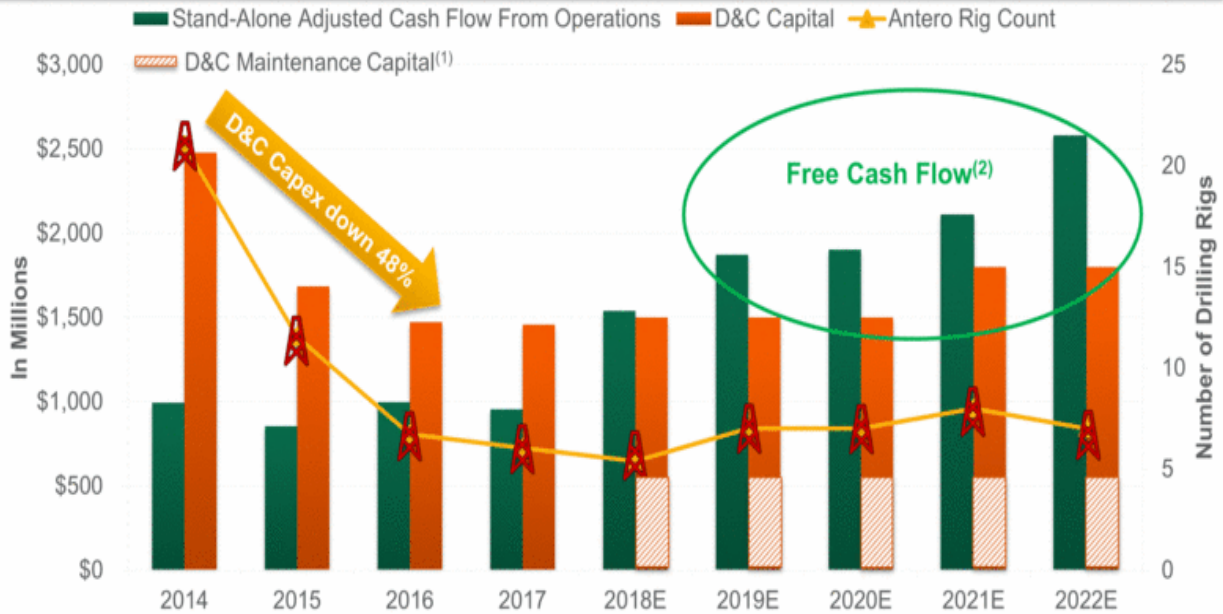


Note: Well costs reflect 2,000 pound per foot completions. See Appendix for further assumptions.

48% reduction in D&C capital budget and 15 rig reduction since 2014

Future D&C capital budgets that are measured and within cash flow

Stand-Alone Adjusted Cash Flow Alongside D&C Capital Expenditures



D&C Capital Investment Fully Funded with Cash Flow

Note: Stand-alone adjusted cash flow from operations represents net cash provided by operating activities as reported in the Parent column of AR's guarantor footnote to its financial statements before changes in current assets and liabilities, plus the AM cash distributions payable to AR, plus the earn out payments expected from Antero Midstream associated with the 2015 water drop down transaction. Estimates assume strip pricing as of 12/31/2017.

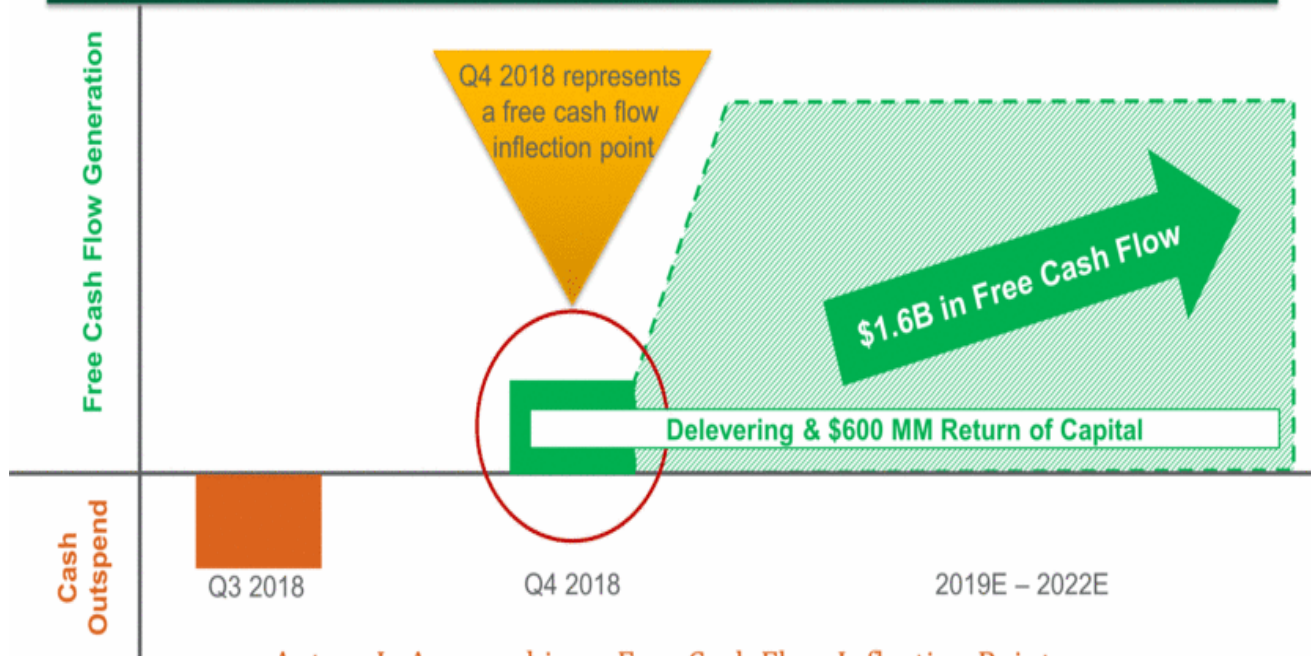
(1) D&C maintenance capital represents \$590MM per year to hold production flat at 2.3 Bcfe/d which was year-end 2017 exit rate.

(2) Free cash flow definition includes \$175MM of maintenance land spending, but excludes \$175MM discretionary land spending.

Capital discipline to reduce completion crews and D&C capex in 4Q18

Production growth and strong liquids prices drives free cash flow in 4Q18 and beyond

Free Cash Flow⁽¹⁾

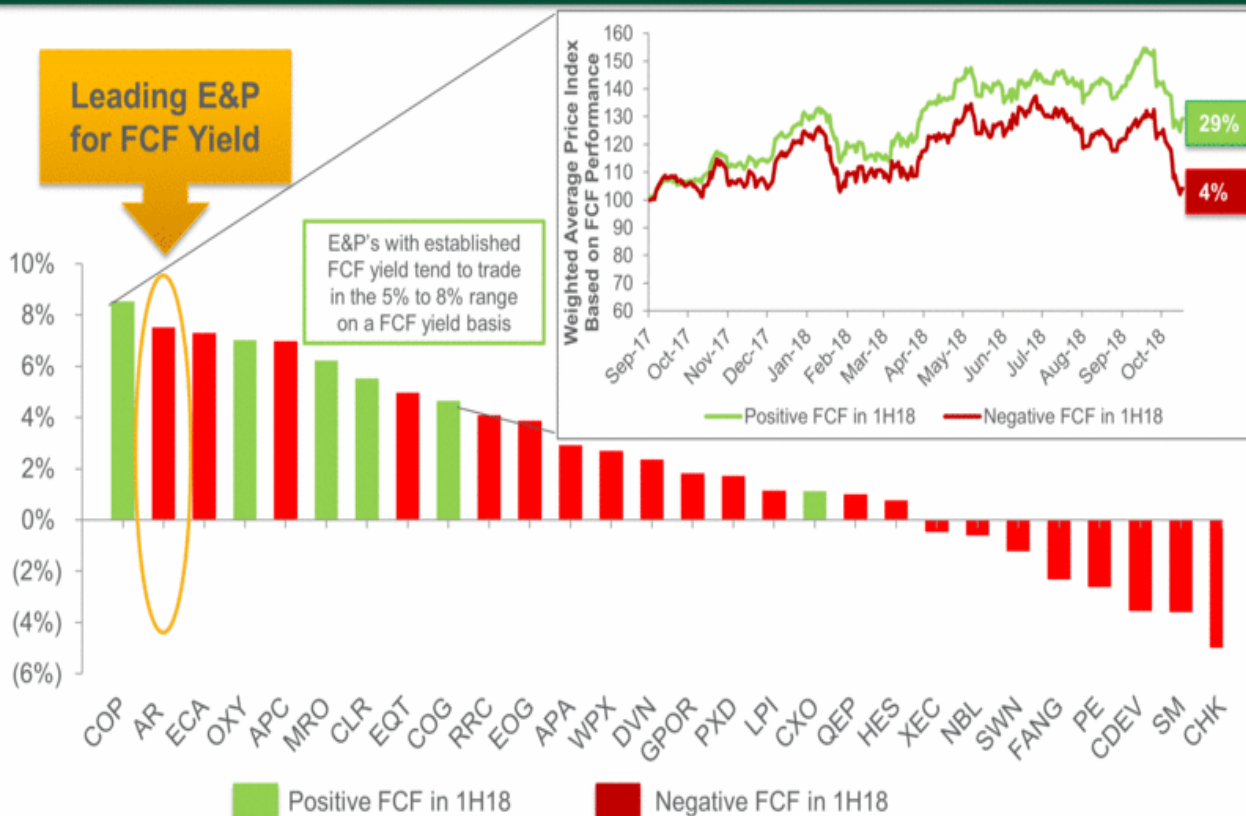


Antero Is Approaching a Free Cash Flow Inflection Point

(1) For additional information regarding Non-GAAP Measures please see the Appendix. Estimates assume strip pricing as of 12/31/2017.

LIQUIDS RESOURCE + CAPITAL EFFICIENCY = FREE CASH FLOW | SUSTAINABLE CASH FLOW GROWTH

Industry Leading Free Cash Flow Yield in 2019



Free Cash Flow is a “Prove It” story and has been rewarded by the market

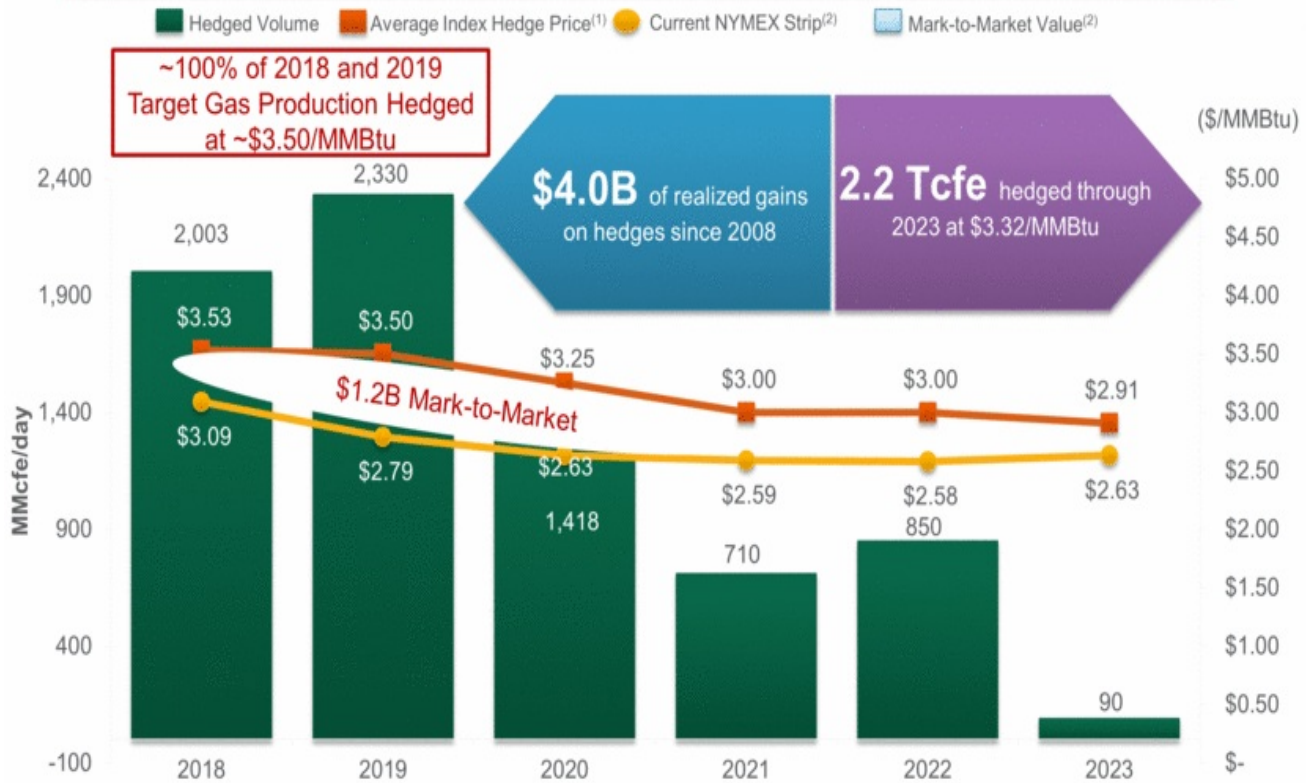
Note: 1H18 used as a proxy for proven free cash flow story. Cash flow yield defined as free cash flow divided by market capitalization.
AR estimate is based on Bloomberg consensus 2019 estimates, adjusted for Stand-Alone metrics. Peer FCF per Bloomberg consensus estimates.



Integrated Business Strategy Drives Peer Leading Margins

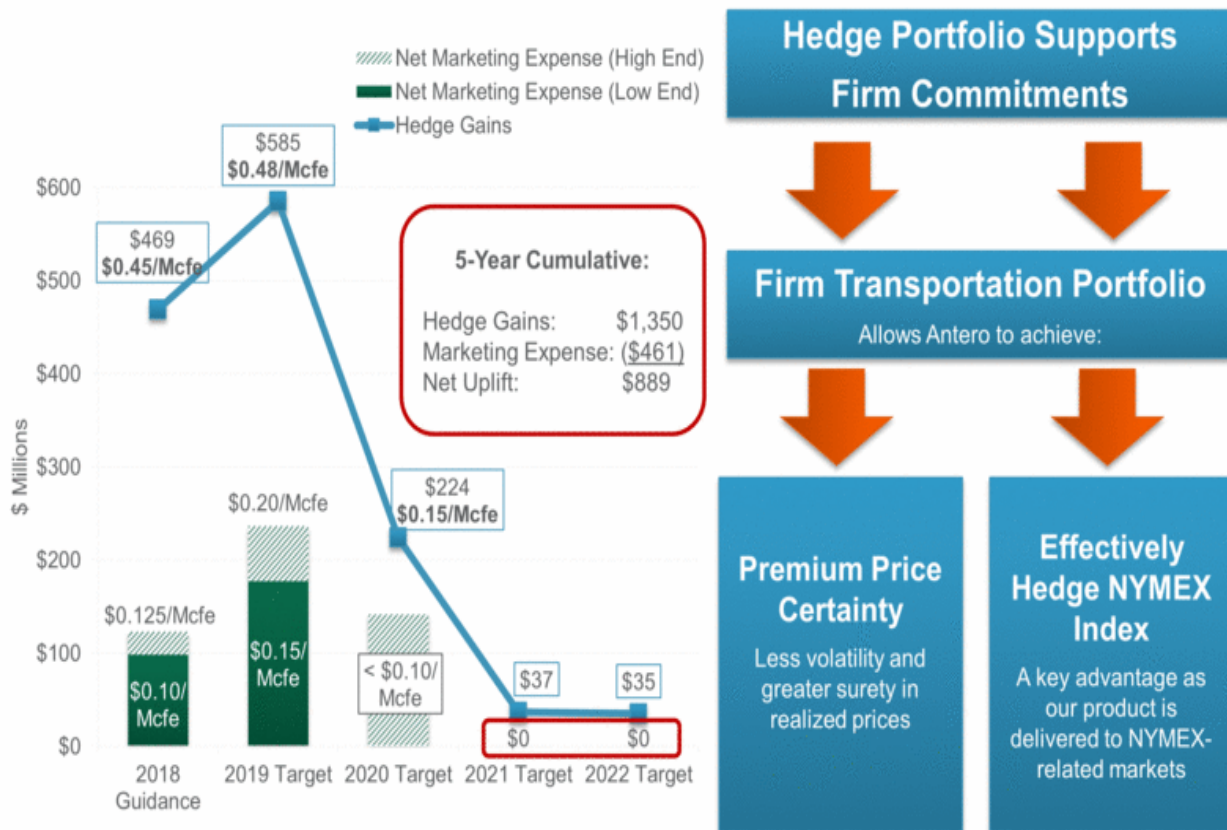


Commodity Hedge Position



~\$1.2B Mark-To-Market Unrealized Gains Based On 9/30/2018 Prices

(1) Weighted average index price based on volumes hedged assuming 6:1 gas to liquids ratio. Includes 26,000 Bbl/d of propane hedged at \$0.76/gallon and 6,000 Bbl/d of oil hedged at \$56.99/Bbl for 2018 only.
 (2) As of 9/30/18.



Hedge Gains More than Offset Marketing Expense – Hedges Support FT Commitments

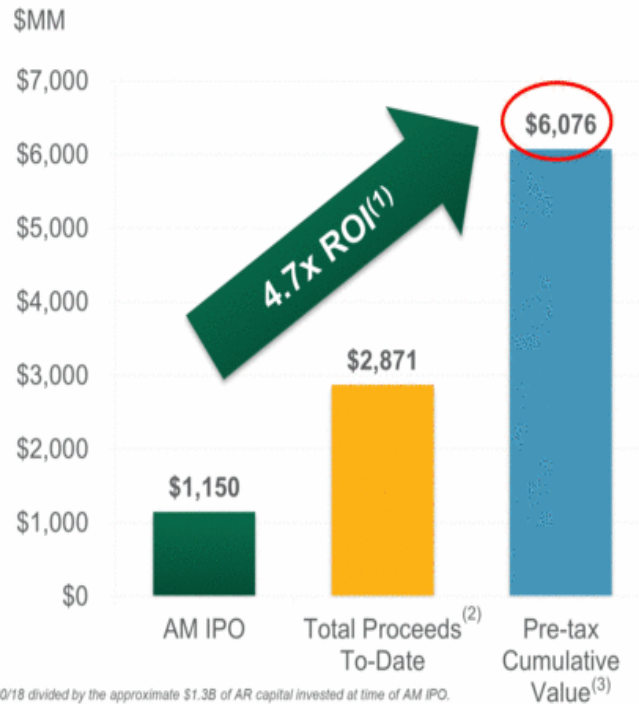
Antero Midstream (NYSE: AM) provides a customized midstream solution for AR (AR owns 53% of AM)

Owning and controlling the midstream infrastructure is crucial to consistent long-term development

Midstream Ownership Benefits

- ✓ Takeaway assurance and reliable project execution
- ✓ Never missed a completion with fresh water delivery system
- ✓ Just-in-time capital investment
- ✓ Unparalleled downstream visibility
- ✓ Attractive return on investment

Return on AM Investment for AR (Pre-tax)



(1) Midstream proceeds received by AR to date plus market value of AR's 53% ownership of AM at 9/30/18 divided by the approximate \$1.38 of AR capital invested at time of AM IPO.

(2) Includes proceeds from AM IPO, sale of water business (2015), all sales of AM units and all AM distributions received by AR to date.

(3) Cumulative value includes total proceeds to-date, expected earnout payments in 2019 and 2020 and the pre-tax value of AM units held by AR at 10/31/2018 market pricing.

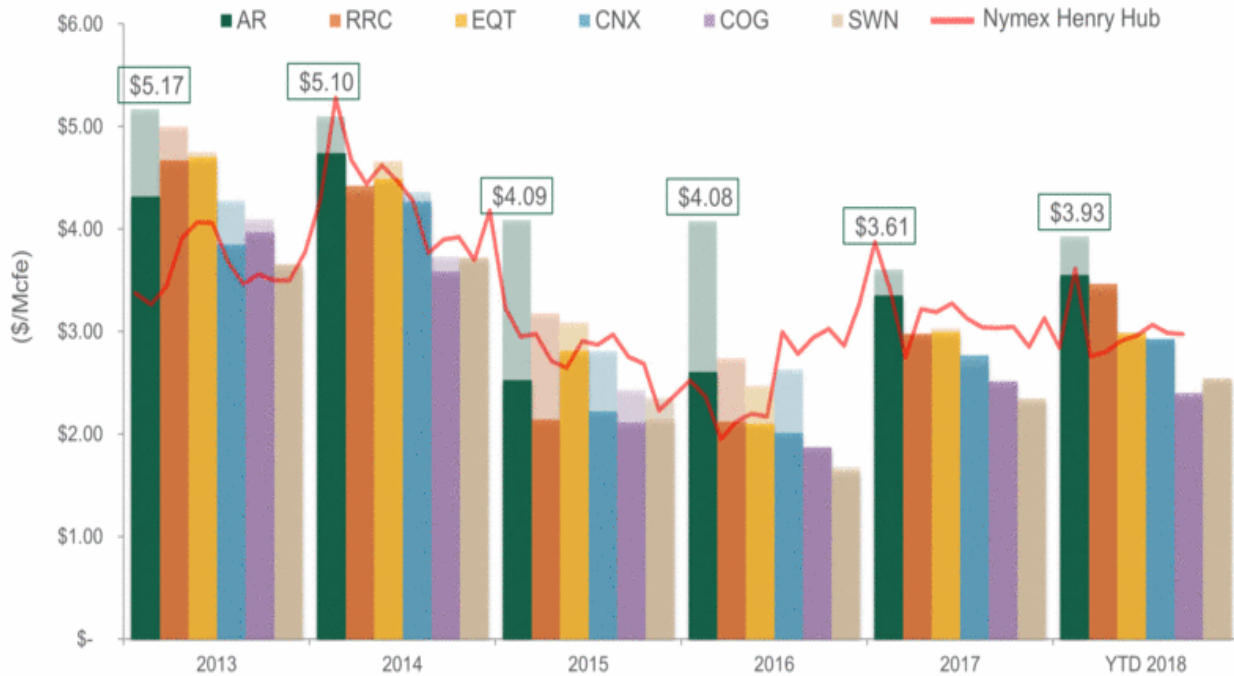
The Leader in All-In Realized Pricing in Appalachia...



Antero's integrated strategy has resulted in peer-leading all-in realized prices amongst the peer group

Consistent results through the price cycles

All-In Realized Pricing (\$/Mcf) – Appalachian Peers (Includes Liquids and Hedge Realizations)



Antero Has Been the Leader in Natural Gas Equivalent Prices For Almost Six Years

Source: Public data from company 10-Ks and 10-Qs. Peers include CNX, COG, EQT, RRC and SWN. All-in realized natural gas equivalent pricing includes liquids and hedge realizations for the period. Hedge realizations is the stippled top portion of each bar.

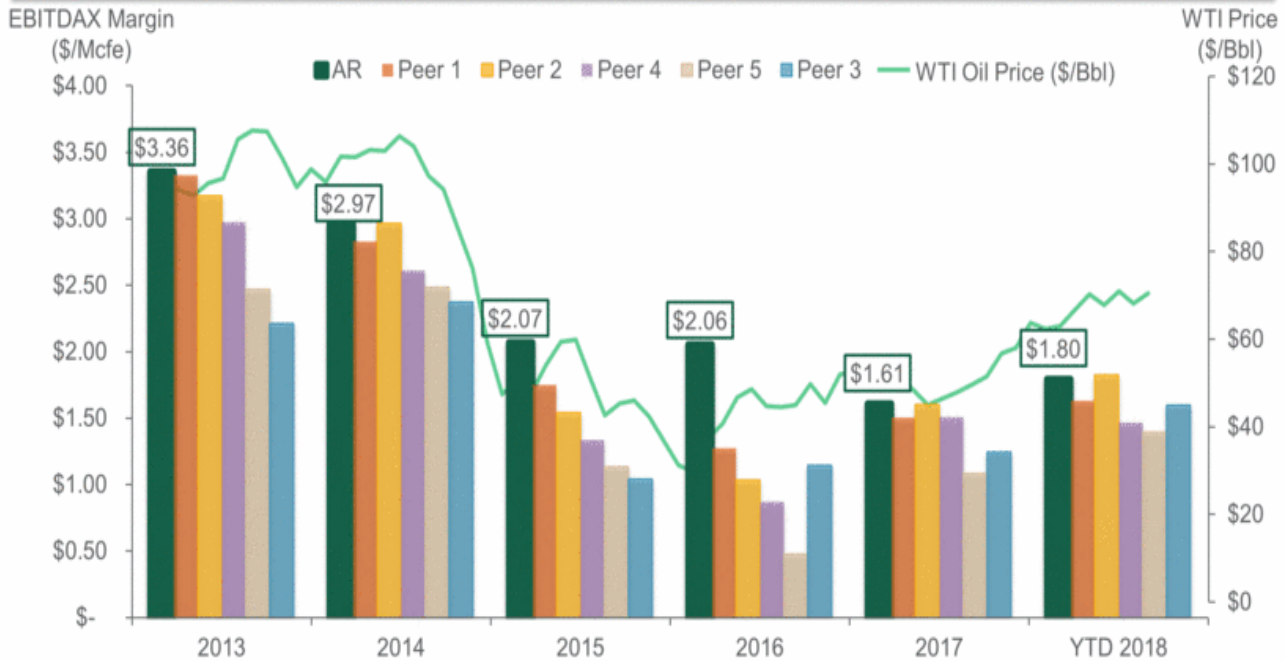
Consistent Leader in EBITDAX Margin



Antero's integrated strategy has resulted in peer-leading EBITDAX margins for ~6 years

Sustainable margins through the price cycles

Leader in EBITDAX Margin



On a Stand-Alone EBITDAX Margin Basis, Antero has Consistently Outperformed its Appalachian Peers Through Up and Down Commodity Cycles

Source: SEC filings and company press releases. AR 2017 margins exclude \$0.10/Mcf negative impact from WGL and SJR natural gas contract disputes. Peers include CNX, COG, EQT, RRC & SWN.
(1) AR and EQT EBITDAX include distributions from midstream ownership. Cash costs for AR and EQT represent stand-alone GPT, production taxes, LOE and cash G&A. Post-hedge and post net marketing expense where applicable.

Antero Midstream At A Glance – Status Quo



AM Highlights

Market Cap.....	\$5.6B
Enterprise Value.....	\$7.1B
LTM Adjusted EBITDA ⁽¹⁾	\$665 MM
% Gathering/Compression...	65%
% Water.....	35%
Net Debt/LTM EBITDA.....	2.3x
Corporate Debt Rating.....	Ba2 / BB+ /BBB-

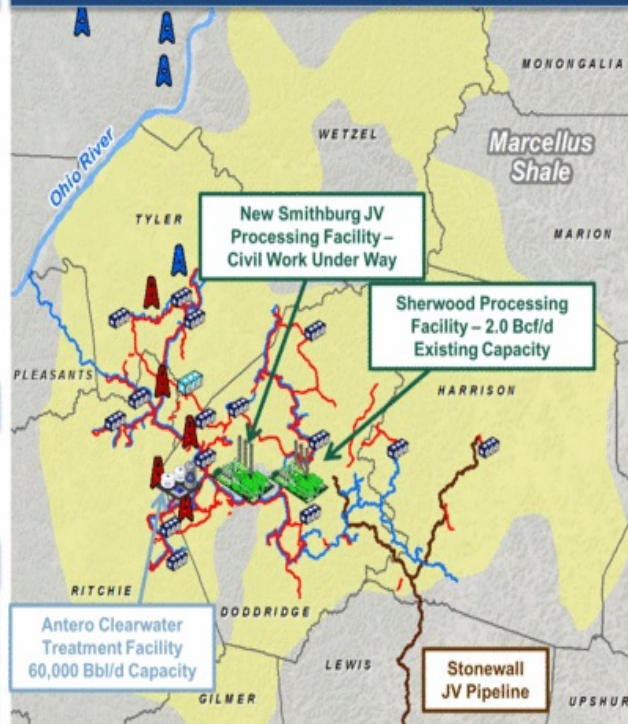
AMGP Highlights

Market Cap.....	\$3.0B
Net Debt/LTM EBITDA.....	—

Antero Midstream Utica Assets



Antero Midstream Marcellus Assets



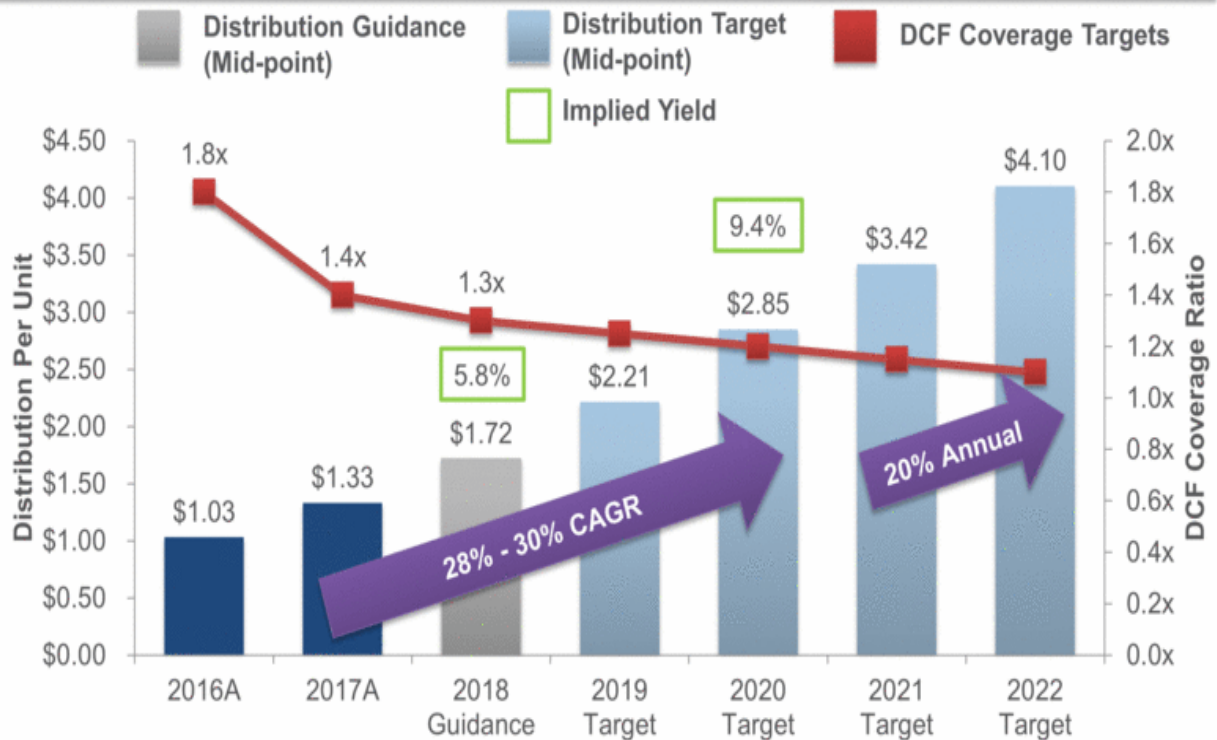
Note: Equity market data as of 10/31/2018. Balance sheet data as of 9/30/2018.

1. LTM Adjusted EBITDA as of 9/30/18. Adjusted EBITDA is a non-GAAP measure. For additional information regarding this measure, please see "Antero Midstream Non-GAAP Measures" in the Appendix.

Long-Term Distribution and Coverage Targets

Unchanged capital investment philosophy with disciplined financial policies result in ability to target peer-leading distribution growth through 2022

Long-Term Distribution Targets and DCF Coverage



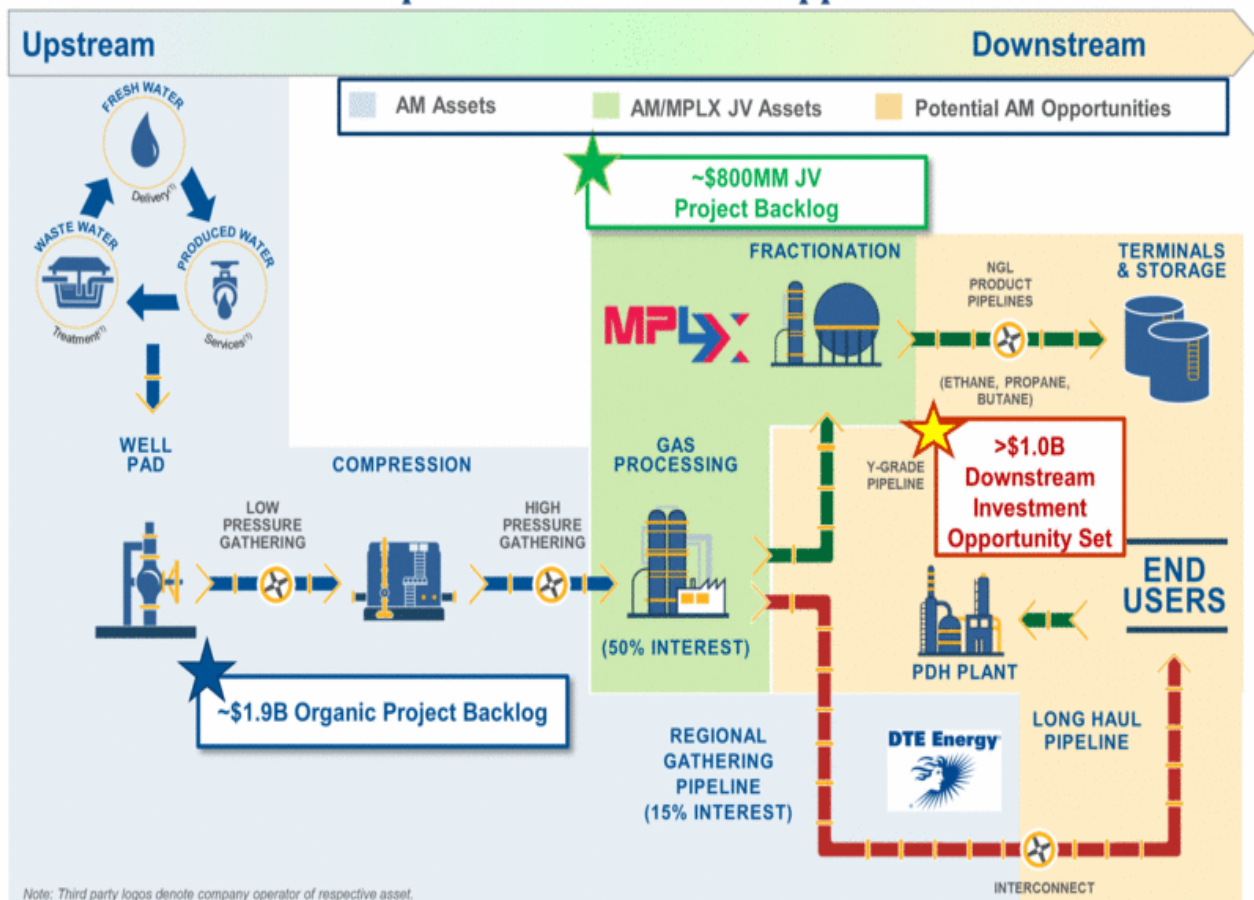
Note: Implied yield based on AM unit price as of 10/31/18. Represents status quo AM distribution and coverage targets (not pro forma for simplification transaction).

AM: PEER LEADING DISTRIBUTION GROWTH AND COVERAGE

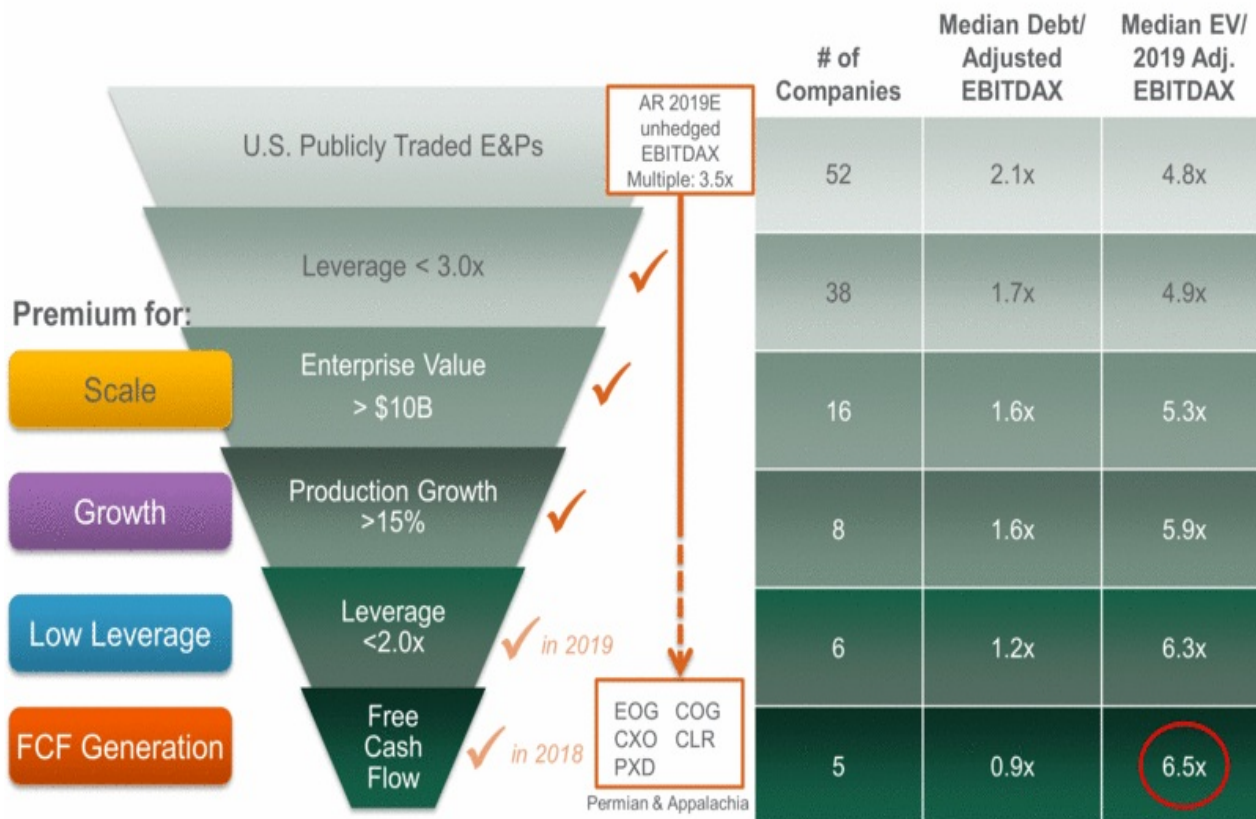
31

Northeast Value Chain Opportunity

5-year identified project inventory of \$2.7B plus an additional \$1.0B of potential downstream opportunities



OUTLOOK: ORGANIC PROJECT BACKLOG WITH PEER-LEADING RETURNS



Approaching an Elite Group of E&Ps With Scale, Double Digit Growth, Low Leverage & Free Cash Flow Generation

Source: Bloomberg & Antero Estimates as of 10/31/18.

(1) Adjusted EBITDAX and Adjusted Operating Cash Flow are non-GAAP measures. AR EV/EBITDAX multiple also reflects an enterprise value that excludes AR ownership of AM, and EBITDAX excludes AM distributions received by AR, for comparative purposes with peer E&P multiples. For additional information regarding these measures, please see "Antero Definitions" and "Antero Non-GAAP Measures" in the Appendix.



World Class E&P
Operator in Appalachia

53% Ownership



A Leading Northeast
Infrastructure Platform

Contiguous Core Acreage Position Allows for Long Lateral Drilling and Significant Capital Efficiencies

Largest NGL Producer in the U.S. Leads to Peer Leading Cash Flow Margins

Optimized 5-Year Plan Results in High Return Drilling & Free Cash Flow

Midstream Ownership & Integration Delivers Value and Just-in-Time Infrastructure Buildout



Appendix



	Stand-Alone	Consolidated
Net Daily Production (Bcfe/d)	~2.7	
Net Liquids Production (Bbl/d)	~130,000	
Natural Gas Realized Price Differential to Nymex	\$0.05 to \$0.10 Premium	
C3+ NGL Realized Price (% of Nymex WTI)	57.5% – 62.5%	
Cash Production Expense (\$/Mcf)	\$2.05 – \$2.15	\$1.60 – \$1.70
Marketing Expense (\$/Mcf) (10% Mitigation Assumed)	\$0.10 – \$0.125	
G&A Expense (\$/Mcf) (before equity-based compensation)	\$0.125 – \$0.175	\$0.15 – \$0.20
Adjusted EBITDAX	\$1,700 – \$1,800	\$2,050 – \$2,150
Adjusted Operating Cash Flow	\$1,480 – \$1,600	\$1,750 – \$1,900
Net Debt / LTM Adjusted EBITDAX	Low 2x	Mid 2x
D&C Capital Expenditures (\$MM)	\$1,550 – \$1,600	\$1,350 – \$1,400
Land Capital Expenditures (\$MM)	\$150 (\$25MM Maintenance)	\$150 (\$25MM Maintenance)

Note: See Appendix for key definitions. Cash flow and EBITDAX guidance based on 12/31/2017 strip pricing. 2018 average NYMEX and WTI pricing was \$2.83/MMBtu and \$59.57/Bbl, respectively.

(1) Includes lease operating expense, gathering, compression, processing and transportation expense and production and ad valorem taxes.

	Stand-Alone	Consolidated
Net Daily Production (MMcfe/d)	20% CAGR through 2020 and 15% Growth in each of 2021 and 2022	
Natural Gas Realized Price Differential to Nymex	\$0.05 to \$0.10 Premium (2018) \$0.00 to \$0.10 Premium (2019 – 2022)	
C3+ NGL Realized Price (% of Nymex WTI)	57.5% – 62.5% (2018) 69% (2019+) – ME2 Fees Booked to Transport Costs	
Realized Oil Price Differential to WTI	(\$5.00) – (\$6.00)	
Cash Production Expense (\$/Mcf) ⁽¹⁾	\$2.05 - \$2.15 (2018) \$2.10 – \$2.25 (2019 – 2022)	\$1.60 - \$1.70 (2018) \$1.65 – \$1.75 (2019 – 2022)
Marketing Expense (\$/Mcf)	\$0.10 - \$0.125 (2018) \$0.15 – \$0.20 (2019) <\$0.10 (2020) \$0.00 (2021 – 2022)	
G&A Expense (\$/Mcf) (before equity-based compensation)	\$0.125 – \$0.175 (2018 – 2019) \$0.10 – \$0.15 (2020 – 2022)	\$0.15 - \$0.20 (2018 – 2019) \$0.10 – \$0.15 (2020 – 2022)
Cash Interest Expense (\$/Mcf)	\$0.175 – \$0.225 (2018 – 2019) \$0.10 – \$0.15 (2020 – 2021) <\$0.10 (2022)	\$0.25 – \$0.30 (2018 – 2019) \$0.20 – \$0.25 (2020 – 2022)
Well Costs (\$MM / 1,000') (Assumes 12,000' completions at 2,000 lbs. per foot of proppant)	Marcellus: \$0.95 MM Utica: \$1.07 MM	Marcellus: \$0.80 MM Utica: \$0.95 MM

(1) Includes lease operating expense, gathering, compression, processing and transportation expense and production and ad valorem taxes.

	Stand-Alone E&P	Consolidated
Adjusted Operating Cash Flow ⁽¹⁾	\$10.4B (Cumulative 2018 – 2022)	N/A
Annual D&C Capital Expenditures (\$MM)	\$1,500 – \$1,600 (2018 – 2020) \$1,700 – \$2,000 (2021 – 2022)	\$1,300 – \$1,400 (2018 – 2021) \$1,600 – \$1,700 (2022)
Land Maintenance Expenditures (\$MM) ⁽²⁾	~\$200 (Cumulative 2018 – 2022)	
Free Cash Flow ⁽¹⁾	\$1.6B (Cumulative 2018 – 2022)	N/A
Leasehold Growth Capital Expenditures (\$MM)	~\$300 (Cumulative 2018 – 2022)	
Number of Well Completions	790 well completions	
Marcellus EUR per 1,000' of Lateral	2.0 Bcf/1,000'; 2.5 Bcfe/1,000' (25% ethane recovery)	
Utica EUR per 1,000' of Lateral	2.0 Bcfe/1,000' (ethane rejection)	

Note: See Appendix for key definitions. Cash flow guidance is based on 12/31/2017 strip pricing. Average NYMEX pricing was \$2.83/MMBtu, \$2.81/MMBtu, \$2.82/MMBtu, \$2.85/MMBtu and \$2.89/MMBtu in 2018, 2019, 2020, 2021 and 2022. Average WTI pricing was \$59.57/Bbl, \$56.19/Bbl, \$53.76/Bbl, \$52.29/Bbl and \$51.67/Bbl for 2018, 2019, 2020, 2021 and 2022.

(1) Adjusted Operating Cash Flow and Free Cash Flow are non-GAAP financial measures. For additional information regarding these measures, please see the following pages ("Antero Definitions" and "Antero Non-GAAP Measures").

(2) Includes leasehold capital expenditures required to achieve targeted working interest percentage.

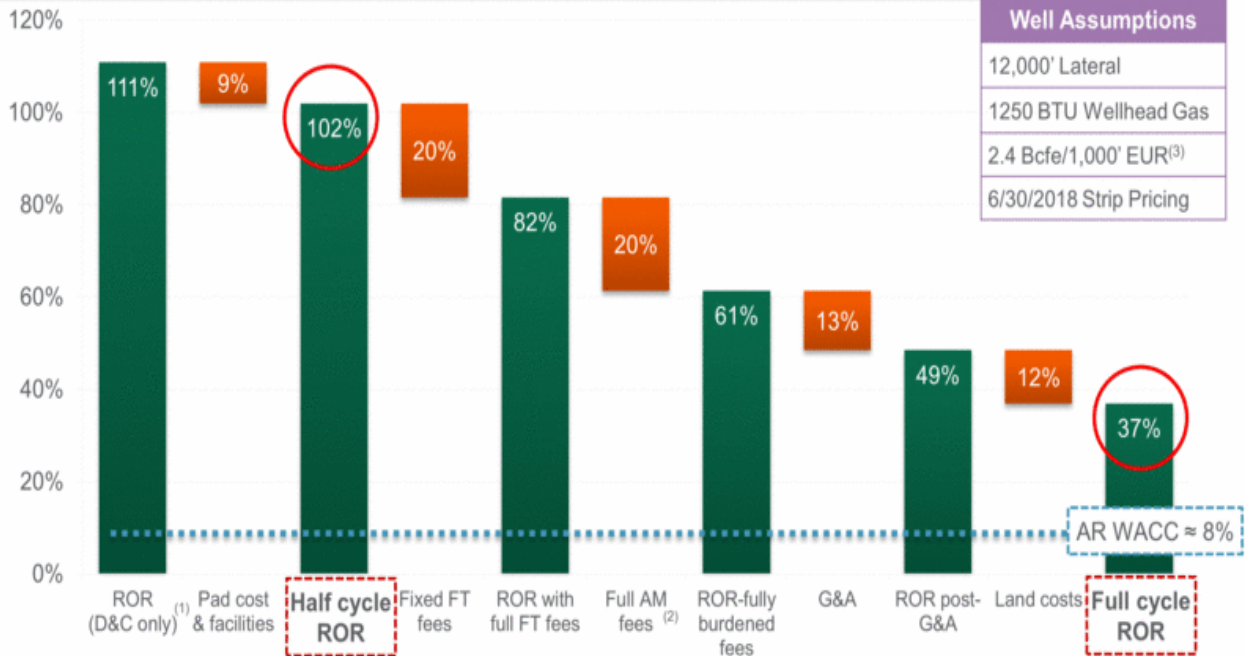
	In-Service Date
Rover Phase 2	4Q 2018
Mariner East 2	4Q 2018
WB Xpress West	4Q 2018
WB Xpress East	4Q 2018
Mountaineer Xpress / Gulf Xpress	1Q 2019

Note: Based on publicly available information.

Fully burdened pre-hedge well economics support investment

Corporate ROR well in excess of cost of capital

Single Well Economics Bridge to Corporate Level Returns



Well Assumptions

12,000' Lateral
1250 BTU Wellhead Gas
2.4 Bcfe/1,000' EUR ⁽³⁾
6/30/2018 Strip Pricing

Fully Burdened Corporate Level Well Economics are Outstanding

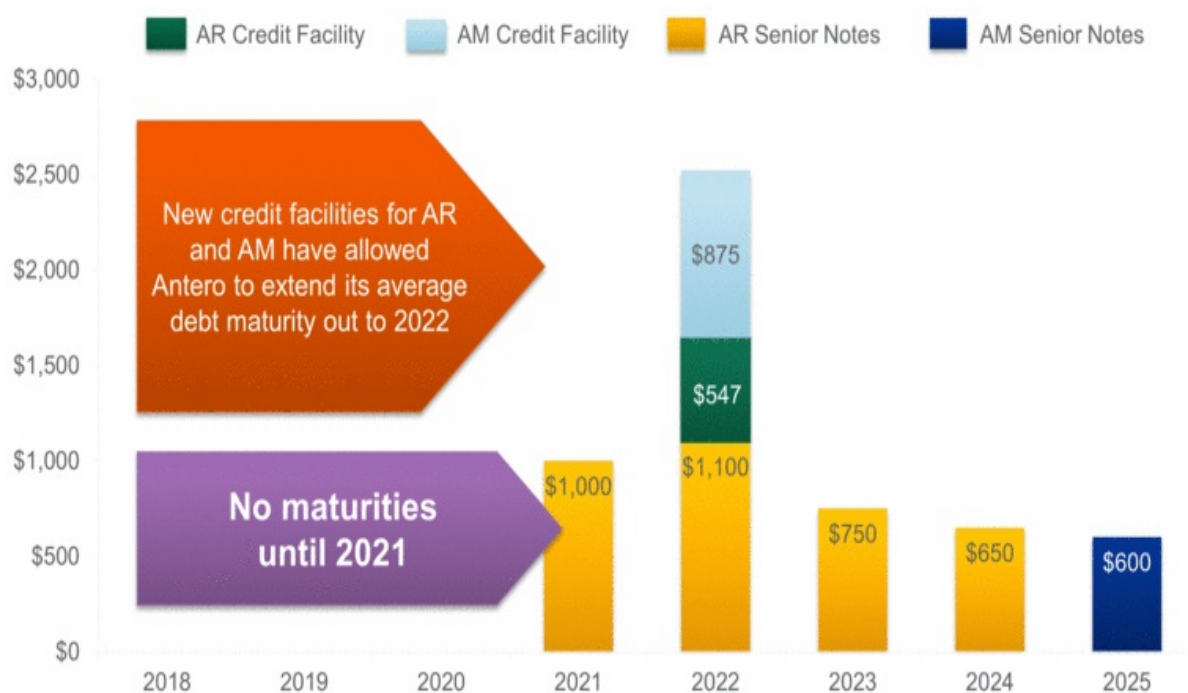
Note: See company presentation on Antero Resources investor relations website for further detail behind full cycle and half cycle single well economics; WACC calculated using CAPM.

(1) ROR (D&C only) burdened with 60% of AM fees to give credit for AM ownership/distributions and variable firm transportation fees only (i.e. excluding sunk demand costs).

(2) Incremental 40% of AM fees represent the full midstream fees AR pays to AM on complete stand-alone basis (i.e. no credit for midstream ownership). Includes increase in D&C capital to account for full water fees paid to AM.

(3) 2.4 bcf/1,000' EUR assumes ethane rejection.

9/30/2018 Debt Maturity Profile

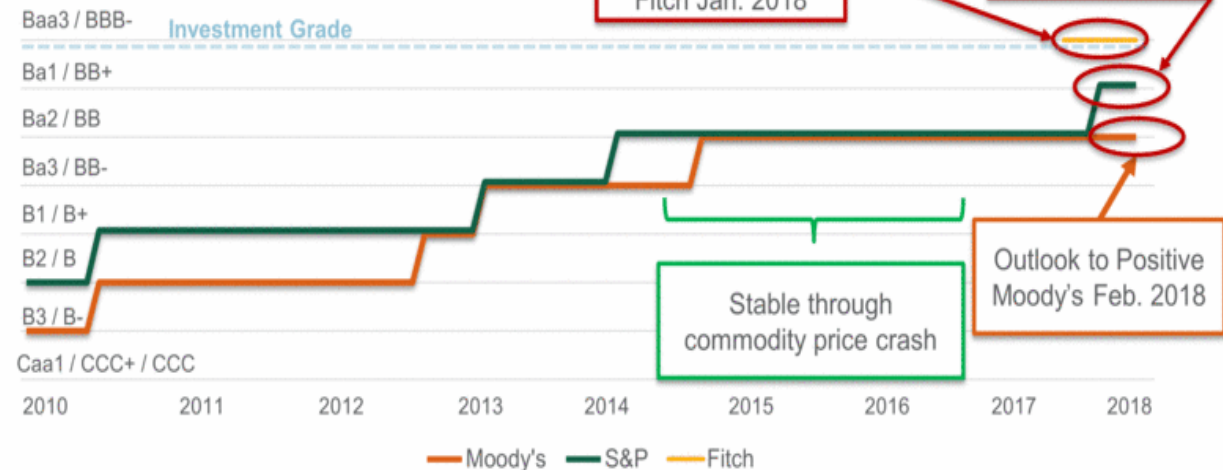


Corporate Credit Ratings History

Stable Credit Ratings with Consistent Upgrades from the Beginning of the Decade Through the Downturn

Investment Grade Rating from Fitch (BBB-) & Recent Upgrade from S&P (BB+)

Corporate Credit Rating
(Moody's / S&P / Fitch)



Credit Markets Have a Strong Appreciation for Antero Momentum

Achievements to Date

42%

Decline in well costs since 2014

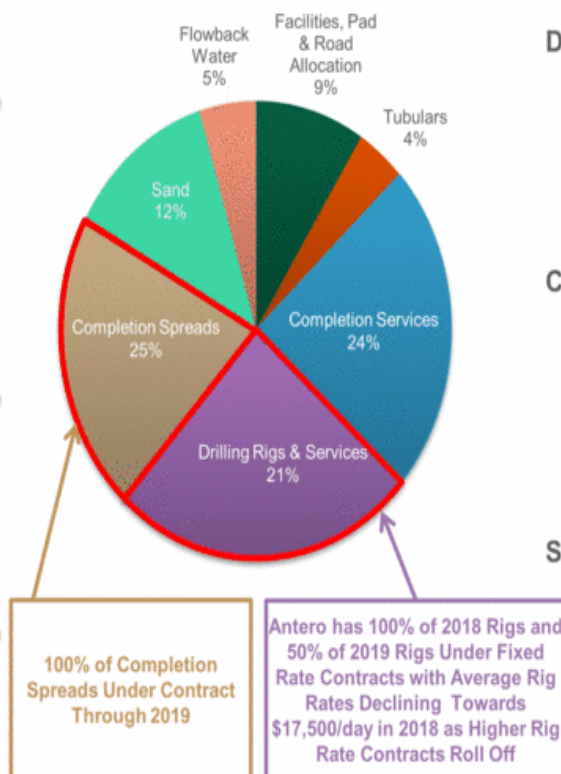
46%

Vendor-related cost reductions

54%

Permanent cost efficiencies

2018 Marcellus Well Cost⁽¹⁾



Next Steps in Efficiency Evolution

Drilling Rigs/Services

- Fit-for-purpose rigs with dual operation capabilities to improve cycle times
- Improved drillout efficiency
- Penetration rates still increasing with new downhole motors

Completion Spreads/Services

- Concurrent operations with larger pads allowing simultaneous drilling and completion and easier access
- More wells per pad
- Automated completion equipment to increase stages per day

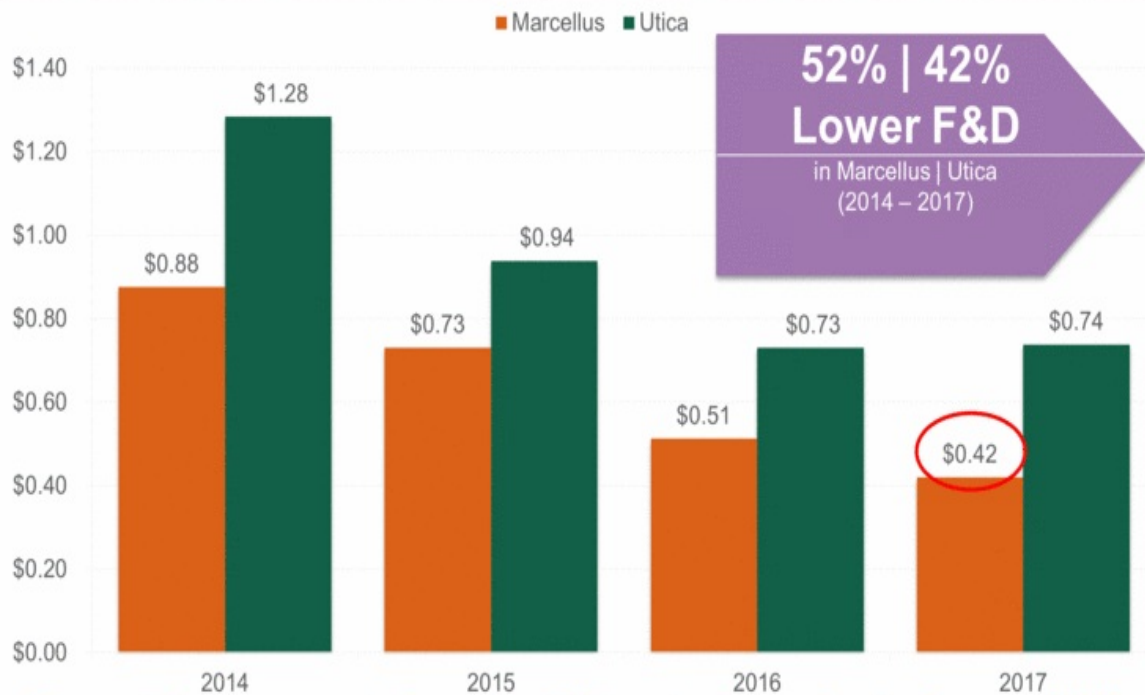
Sand

- 100 mesh sand for easier pumping & fewer screenouts
- Self-sourcing sand to reduce supply cost
- Regional sand mines in the Permian expected to reduce demand for Northern White sand

Efficiencies Expected to Offset Service Cost Inflation

(1) Based on Marcellus 11,000 foot lateral and 2,000 pounds per foot AFE. Assumes nine wells per pad.

F&D Cost per Mcfe⁽¹⁾⁽²⁾



Dramatic Improvement in Operating Efficiencies, Lower Service Costs and Higher Well Recoveries Have Driven F&D Costs Materially Lower

(1) Ethane rejection assumed.

(2) F&D cost is defined as current D&C cost per 1,000' lateral divided by net EUR per 1,000' lateral assuming 85% NRI in Marcellus and 81% NRI in Utica. Please see "Antero Definitions" and "Antero Non-GAAP Measures" in the Appendix.

EUR Regime	BTU Range	2018 Well Completions	2019 Well Completions	Half Cycle Well Economics (Strip Price)	Total Undrilled Locations	Average Lateral Length
Marcellus						
Highly-Rich Gas Condensate	1275-1350	14	30	200%	447	12,500'
Highly-Rich Gas	1200-1275	106	101	89%	935	11,500'
Rich Gas	1100-1200	0	4	32%	495	11,150'
Ohio Utica						
Condensate	1250-1300	19	2	59%	206	9,950'
Rich Gas	1100-1200	3	9	39%	102	11,550'
Dry Gas	1050	3	9	36%	187	10,450'
Total⁽¹⁾		145	155			
		Program Stats:	Program Stats:		High-Grade Inventory Totals:	High-Grade Inventory Averages:
		93% 98% Strip \$70 Oil ROR	102% 106% Strip \$70 Oil ROR			
		1,253 BTU Average	1,248 BTU Average		2,372	11,400'

¹⁾ Wells completed reflects midpoint of targeted completions per year.

SWE Cost Type	Description of Cost	Half Cycle	Full Cycle
Well Costs	- Drilling and completion costs - Assumes well costs for a 12,000' lateral, 2,000 lbs of proppant per lateral foot and both fresh and flowback water - Utica Condensate regime assumes 1,500 lbs of proppant per lateral foot	Marcellus: \$10.6MM Utica South/Dry: \$12.2MM Utica Beaver: \$11.5MM (60% AM water fees)	Marcellus: \$11.4MM Utica South/Dry: \$12.8MM Utica Beaver: \$12.2MM (100% AM water fees)
Working Interest / Net Royalty Interest	Reflects Antero's average WI/NRI in the respective plays	Marcellus: 100% / 85% Utica: 100% / 81%	
Midstream Gathering Fees	Midstream low pressure, high pressure and compression fees	60% of AM gathering fees	100% of AM gathering fees
Firm Transportation⁽¹⁾	FT costs may include both demand and variable fees associated with expected production	Variable FT costs only of \$0.06/Mcf (variable fees associated with expected production)	Fully utilized FT costs of \$0.54/Mcf (including both demand and variable fees)
General & Administrative Costs	General and administrative costs associated with Antero	None	\$750,000 per well
Land	Assumes 12,000' well with 660'/1,000' spacing for Marcellus/Utica respectively and \$3,600 per acre	None	Marcellus - \$655,000 per well Utica - \$1,087,000 per well
Spud to FP Timing	Provides a timeframe for initial spud to first production	184 days spud to FP (Economics based on first production at 7/1/2018)	
Realized Pricing	Commodity price assumptions	06/30/2018 strip pricing (weighted)	

(1) SWEs exclude marketing expenses and related commodity hedge contracts that support Antero's firm transportation portfolio

Consolidated Adjusted EBITDAX: Represents net income or loss from continuing operations, including noncontrolling interests, before interest expense, interest income, derivative fair value gains or losses (excluding net cash receipts or payments on derivative instruments included in derivative fair value gains or losses), taxes, impairment, depletion, depreciation, amortization, and accretion, exploration expense, franchise taxes, equity-based compensation, gain or loss on early extinguishment of debt, and gain or loss on sale of assets. Consolidated Adjusted EBITDAX also includes distributions from unconsolidated affiliates and excludes equity in earnings or losses of unconsolidated affiliates. See "Non-GAAP Measures" for additional detail.

Consolidated Adjusted Operating Cash Flow: Represents net cash provided by operating activities before changes in current assets and liabilities. See "Non-GAAP Measures" for additional detail.

Consolidated Drilling & Completion Capital: Represents drilling and completion capital as reported in AR's consolidated cash flow statements (i.e., fees paid to AM for water handling and treatment are eliminated upon consolidation and only operating costs associated with water handling and treatment are capitalized).

Free Cash Flow: Represents Stand-alone Adjusted operating cash flow, less Stand-alone E&P Drilling and Completion capital, less Land Maintenance capital. See "Non-GAAP Measures" for additional detail.

Land Maintenance Capital: Represents leasehold capital expenditures required to achieve targeted working interest percentage of 95% for 5-year development plan (i.e. historical average working interest), plus renewals associated with 5-year development plan.

Stand-Alone Adjusted EBITDAX: Represents income or loss from continuing operations as reported in the Parent column of AR's guarantor footnote to its financial statements before interest expense, interest income, derivative fair value gains or losses from exploration and production and marketing (excluding net cash receipts or payments on derivative instruments included in derivative fair value gains or losses), impairment, depletion, depreciation, amortization, and accretion, exploration expense, franchise taxes, equity-based compensation, gain or loss on early extinguishment of debt, gain or loss on sale of assets, and gain or loss on changes in the fair value of contingent acquisition consideration. Stand-alone E&P Adjusted EBITDAX also includes distributions received from limited partner interests in Antero Midstream common units. See "Non-GAAP Measures" for additional detail.

Stand-Alone Adjusted Operating Cash Flow: Represents net cash provided by operating activities as reported in the Parent column of AR's guarantor footnote to its financial statements before changes in current assets and liabilities, plus the AM cash distributions payable to AR, plus the earn out payments expected from Antero Midstream associated with the water drop down transaction that occurred in 2015. See "Non-GAAP Measures" on slide 18 for additional detail.

Stand-Alone Drilling & Completion Capital: Represents drilling and completion capital as reported in the Parent column of AR's guarantor footnote to its financial statements and includes 100% of fees paid to AM for water handling and treatment and excludes operating costs associated with AM's Water Handling and Treatment segment).

Consolidated Adjusted EBITDAX, Stand-Alone Adjusted EBITDAX, Consolidated Adjusted Operating Cash Flow, Stand-Alone Adjusted Operating Cash Flow and Free Cash Flow are financial measures that are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). The non-GAAP financial measures used by the company may not be comparable to similarly titled measures utilized by other companies. These measures should not be considered in isolation or as substitutes for their nearest GAAP measures. The Stand-alone measures are presented to isolate the results of the operations of Antero apart from the performance of Antero Midstream, which is otherwise consolidated into the results of Antero.

Consolidated Adjusted EBITDAX and Stand-Alone Adjusted EBITDAX

The GAAP financial measure nearest to Consolidated Adjusted EBITDAX is net income or loss including non-controlling interest that will be reported in Antero's consolidated financial statements. The GAAP financial measure nearest to Stand-Alone Adjusted EBITDAX is Stand-alone net income or loss that will be reported in the Parent column of Antero's guarantor footnote to its financial statements. While there are limitations associated with the use of Consolidated Adjusted EBITDAX and Stand-Alone Adjusted EBITDAX described below, management believes that these measures are useful to an investor in evaluating the company's financial performance because these measures:

- are widely used by investors in the oil and gas industry to measure a company's operating performance without regard to items excluded from the calculation of such term, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired, among other factors;
- helps investors to more meaningfully evaluate and compare the results of Antero's operations (both on a consolidated and Stand-alone basis) from period to period by removing the effect of its capital structure from its operating structure; and
- is used by management for various purposes, including as a measure of Antero's operating performance (both on a consolidated and Stand-alone basis), in presentations to the company's board of directors, and as a basis for strategic planning and forecasting. Consolidated Adjusted EBITDAX is also used by the board of directors as a performance measure in determining executive compensation. Consolidated Adjusted EBITDAX, as defined by our credit facility, is used by our lenders pursuant to covenants under our revolving credit facility and the indentures governing the company's senior notes.

There are significant limitations to using Consolidated Adjusted EBITDAX and Stand-Alone Adjusted EBITDAX as measures of performance, including the inability to analyze the effect of certain recurring and non-recurring items that materially affect the company's net income on a consolidated and Stand-alone basis, the lack of comparability of results of operations of different companies and the different methods of calculating Adjusted EBITDAX reported by different companies. In addition, Consolidated Adjusted EBITDAX and Stand-Alone Adjusted EBITDAX provide no information regarding a company's capital structure, borrowings, interest costs, capital expenditures, and working capital movement or tax position.

Antero has not included a reconciliation of Consolidated Adjusted EBITDAX or Stand-Alone Adjusted EBITDAX to their nearest GAAP financial measures for 2018 because it cannot do so without unreasonable effort and any attempt to do so would be inherently imprecise. Antero is able to forecast the following reconciling items between Consolidated Adjusted EBITDAX and Stand-Alone Adjusted EBITDAX to net income from continuing operations including noncontrolling interest:

(in thousands)	Consolidated		Stand-Alone	
	Low	High	Low	High
Interest expense	\$250,000	\$300,000	\$200,000	\$220,000
Depreciation, depletion, amortization, and accretion expense	950,000	1,050,000	800,000	900,000
Impairment expense	100,000	125,000	100,000	125,000
Exploration expense	5,000	15,000	5,000	15,000
Equity-based compensation expense	95,000	115,000	70,000	90,000
Equity in earnings of unconsolidated affiliate	30,000	40,000	N/A	N/A
Distributions from unconsolidated affiliates	40,000	50,000	N/A	N/A
Distributions from limited partner interest in Antero Midstream	N/A	N/A	166,000	170,000

Antero has a significant portfolio of commodity derivative contracts that it does not account for using hedge accounting, and forecasting unrealized gains or losses on this portfolio is impracticable and imprecise due to the price volatility of the underlying commodities. Antero is also forecasting no impact from franchise taxes, gain or loss on early extinguishment of debt, or gain or loss on sale of assets, for 2018. For income tax expense (benefit), Antero is forecasting a 2018 effective tax rate of 18% to 19%.

AR Stand-Alone and Consolidated Adjusted EBITDAX Reconciliation

(in thousands)	Stand-Alone		Consolidated	
	Three months ended September 30,		Three months ended September 30,	
	2017	2018	2017	2018
Net (loss) attributable to Antero Resources Corporation	\$ (135,063)	(154,419)	\$ (135,063)	(154,419)
Net Income attributable to noncontrolling interest	—	—	45,063	76,447
Commodity derivative fair value (gains) losses	65,957	(57,020)	65,957	(57,020)
Gains on settled commodity derivatives	61,479	71,144	61,479	71,144
Marketing derivative fair value losses	—	43	—	43
Losses on settled marketing derivatives	—	(16,060)	—	(16,060)
Interest expense	60,906	57,633	70,059	74,528
Income tax expense (benefit)	(45,078)	18,953	(45,078)	18,953
Depletion, depreciation, amortization, and accretion	177,070	205,408	207,626	243,897
Impairment of unproved properties	41,000	221,095	41,000	221,095
Impairment of gathering systems and facilities	—	—	—	1,157
Exploration expense	1,599	666	1,599	666
Gain on change in fair value of contingent acquisition consideration	(2,556)	(4,020)	—	—
Equity-based compensation expense	19,248	11,674	26,447	16,202
Equity in earnings of unconsolidated affiliates	—	—	(7,033)	(10,706)
Distributions from unconsolidated affiliates	—	—	4,300	11,765
Equity in (earnings) loss of Antero Midstream Partners LP	4,874	23,363	—	—
Distributions from Antero Midstream Partners LP	34,839	41,031	—	—
Adjusted EBITDAX	284,275	419,491	336,356	497,692
Interest expense	(60,906)	(57,633)	(70,059)	(74,528)
Exploration expense	(1,599)	(666)	(1,599)	(666)
Changes in current assets and liabilities	38,129	5,505	29,899	(2,053)
Proceeds from derivative monetizations	749,906	—	749,906	—
Other non-cash items	101	315	719	1,013
Net cash provided by operating activities	\$ 1,009,906	367,012	\$ 1,045,222	421,458
Adjusted EBITDAX	\$ 284,275	419,491	\$ 336,356	497,692
Production (MMcfe)	213,159	250,046	213,159	250,046
Adjusted EBITDAX margin per Mcfe	\$ 1.33	1.68	\$ 1.58	1.99

AR Stand-Alone and Consolidated Adjusted EBITDAX Margin Reconciliation

	Stand-Alone		Consolidated	
	Three months ended September 30,		Three months ended September 30,	
	2017	2018	2017	2018
Adjusted EBITDAX margin (\$ per Mcfe):				
Realized price before cash receipts for settled derivatives	\$ 3.10	3.70	\$ 3.10	3.70
Gathering, compression, and water handling and treatment revenues	N/A	N/A	0.01	0.02
Distributions from unconsolidated affiliates	N/A	N/A	0.02	0.05
Distributions from Antero Midstream	0.15	0.18	N/A	N/A
Gathering, compression, processing and transportation costs	(1.73)	(1.77)	(1.32)	(1.31)
Lease operating expense	(0.11)	(0.14)	(0.11)	(0.15)
Marketing, net ⁽¹⁾	(0.13)	(0.31)	(0.13)	(0.31)
Production and ad valorem taxes	(0.10)	(0.12)	(0.11)	(0.12)
General and administrative (excluding equity-based compensation)	(0.14)	(0.14)	(0.17)	(0.17)
Adjusted EBITDAX margin before settled commodity derivatives	1.04	1.40	1.29	1.71
Cash receipts for settled commodity derivatives	0.29	0.28	0.29	0.28
Adjusted EBITDAX margin (\$ per Mcfe):	\$ 1.33	1.68	\$ 1.58	1.99

⁽¹⁾Includes cash payments for settled marketing derivative losses of \$0.06 per Mcfe in 2018. Includes marketing revenues of \$89.6 million and marketing expense of \$151.8 million.

Standalone Adjusted EBITDAX per Mcfe Reconciliation (Annual)

	2013	2014	2015	2016	2017	1Q2018	2Q2018	3Q2018
<i>(\$/Mcfe)</i>								
Natural Gas, Oil, Ethane and NGL sales	\$ 4.31	\$ 4.74	\$ 2.53	\$ 2.60	\$ 3.35	\$ 3.56	\$ 3.35	\$ 3.70
Realized commodity derivative gains (losses)	\$ 0.86	\$ 0.37	\$ 1.57	\$ 1.48	\$ 0.26	\$ 0.47	\$ 0.42	\$ 0.28
Distributions from Antero Midstream	\$ -	\$ -	\$ 0.16	\$ 0.17	\$ 0.16	\$ 0.17	\$ 0.17	\$ 0.16
All-In E&P Revenue	\$ 5.17	\$ 5.10	\$ 4.27	\$ 4.25	\$ 3.77	\$ 4.21	\$ 3.94	\$ 4.15
Gathering, compression, processing, and transportation	\$ 1.25	\$ 1.46	\$ 1.56	\$ 1.70	\$ 1.75	\$ 1.80	\$ 1.79	\$ 1.77
Production and ad valorem taxes	0.24	0.23	0.14	0.10	0.11	0.12	0.11	0.12
Lease operating expenses	0.05	0.08	0.07	0.07	0.11	0.15	0.14	0.14
Net Marketing Expense / (Gain)	-	0.14	0.23	0.16	0.13	(0.27)	0.30	0.31
General and administrative (before equity-based compensation)	0.26	0.23	0.20	0.16	0.15	0.15	0.15	0.14
Total E&P Cash Costs	\$ 1.81	\$ 2.14	\$ 2.20	\$ 2.19	\$ 2.26	\$ 1.93	\$ 2.48	\$ 2.48
E&P EBITDAX Margin (All-In)	\$ 3.36	\$ 2.96	\$ 2.07	\$ 2.06	\$ 1.61	\$ 2.28	\$ 1.46	\$ 1.68
Production Volumes (Bcfe)	191	368	545	676	822	214	229	250
<i>\$ Millions</i>								
Natural Gas, Oil, Ethane and NGL sales	\$ 821	\$ 1,741	\$ 1,379	\$ 1,757	\$ 2,751	\$ 762	\$ 768	\$ 925
Realized commodity derivative gains (losses)	164	136	857	1,003	214	101	96	71
Distributions from Antero Midstream	-	-	89	112	132	36	39	41
All-In E&P Revenue	\$ 985	\$ 1,877	\$ 2,324	\$ 2,872	\$ 3,097	\$ 900	\$ 903	\$ 1,037
Gathering, compression, processing, and transportation	239	537	853	1,146	1,441	384	410	443
Production and ad valorem taxes	46	86	77	69	91	25	25	29
Lease operating expenses	9	28	36	51	94	31	32	35
Net Marketing Expense / (Gain)	-	50	123	106	108	(59)	69	78
General and administrative (before equity-based compensation)	50	86	108	110	119	31	33	34
Total E&P Cash Costs	\$ 345	\$ 786	\$ 1,196	\$ 1,483	\$ 1,853	\$ 413	\$ 569	\$ 619

Standalone LTM Adjusted EBITDAX Reconciliation

(in thousands)	Stand-Alone Twelve months ended September 30,	
	2018	
Net income attributable to Antero Resources Corporation	\$	210,898
Commodity derivative fair value gains		(334,617)
Gains on settled commodity derivatives		344,917
Marketing derivative fair value gains		(72,687)
Gains on settled marketing derivatives		78,098
Interest expense		219,206
Loss on early extinguishment of debt		1,205
Income tax benefit		(397,638)
Depletion, depreciation, amortization, and accretion		787,598
Impairment of unproved properties		482,568
Impairment of gathering systems and facilities		4,470
Exploration expense		7,050
Gain on change in fair value of contingent acquisition consideration		(15,645)
Equity-based compensation expense		57,496
Equity in (earnings) loss of Antero Midstream		92,545
Distributions from Antero Midstream		149,292
Adjusted EBITDAX	\$	1,614,756

Standalone LTM Adjusted EBITDAX Reconciliation

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