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): August 11, 2021

CHESAPEAKE ENERGY CORPORATION
(Exact name of Registrant as specified in its Charter)

Oklahoma	**1-13726**	**73-1395733**
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

6100 North Western Avenue	**Oklahoma City**	**OK**	**73118**
(Address of principal executive offices)			(Zip Code)

(405) 848-8000
(Registrant’s telephone number, including area code)

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 (see General Instruction A.2. below):

☒ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.01 par value per share	CHK	The Nasdaq Stock Market LLC
Class A Warrants to purchase Common Stock	CHKEW	The Nasdaq Stock Market LLC
Class B Warrants to purchase Common Stock	CHKEZ	The Nasdaq Stock Market LLC
Class C Warrants to purchase Common Stock	CHKEL	The Nasdaq Stock Market LLC

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 August 11, 2021, Chesapeake Energy Corporation, an Oklahoma corporation (the "Company"), issued a press release announcing its entry into a definitive merger agreement to acquire Vine Energy, Inc. a Delaware corporation ("Vine"). Under the terms of the merger agreement, Vine's shareholders will receive (A) $1.20 in cash, without interest, and (B) 0.2486 of a share of the Company's common stock in exchange for each share of Vine's common stock. The full text of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The Company has posted to its corporate website an investor presentation related to the transactions contemplated by the merger agreement, which is included as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

On August 11, 2021, Chesapeake will make a presentation about its financial and operating results for the second quarter of 2021. The presentation is available on Chesapeake's website at http://www.chk.com/investors/presentations and is included as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to Item 7.01 and the press release and investor presentations attached hereto as Exhibit 99.1, Exhibit 99.2 and Exhibit 99.3, respectively, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

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

Item 9.01. Financial Statements and Exhibits.

99.1	Press Release, dated as of August 11, 2021
99.2	PowerPoint Presentation (Transaction Summary)
99.3	PowerPoint Presentation (Second Quarter 2021 Earnings)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

CHESAPEAKE ENERGY CORPORATION

By: /s/ Domenic J. Dell'Osso, Jr.
Domenic J. Dell'Osso, Jr.
Executive Vice President and Chief Financial Officer

Date: August 11, 2021

[Signature Page to Form 8-K]

Exhibit 99.1

NEWS RELEASE

FOR IMMEDIATE RELEASE
AUGUST 11, 2021

CHESAPEAKE ENERGY CORPORATION CONSOLIDATES HAYNESVILLE WITH AT- MARKET ACQUISITION OF VINE ENERGY INC.

OKLAHOMA CITY, August 11, 2021 – Chesapeake Energy Corporation (NASDAQ:CHK) ("Chesapeake") and Vine Energy Inc. (NYSE:VEI) ("Vine") today announced that they have entered into a definitive agreement pursuant to which Chesapeake will acquire Vine, an energy company focused on the development of natural gas properties in the over-pressured stacked Haynesville and Mid-Bossier shale plays in Northwest Louisiana. The acquisition is a zero premium transaction valued at approximately $2.2 billion, based on a 30-day average exchange ratio as of Tuesday's close, equating to $15.00 per share.

Transaction highlights include:

- ***Vine shareholders will receive fixed consideration of 0.2486 shares of Chesapeake common stock plus $1.20 cash per share of Vine common stock, for total consideration of $15.00 per share, comprising of 92% stock and 8% cash***
- ***Increases Chesapeake's cumulative five-year free cash flow(1) outlook by approximately $1.5 billion, or 68% of the transaction value, to approximately $6.0 billion, or 66% of pro forma enterprise value***
- ***Immediately accretive to operating cash flow per share, free cash flow(1) per share, free cash flow yield(1), and GHG emissions profile***
- ***2022 pro forma net debt-to-EBITDAX(1) ratio of 0.6x, preserves Chesapeake's balance sheet strength***
- ***Approximately $50 million in average annual savings expected from operating and capital synergies***
- ***Expected to increase base dividend by 27% to $1.75 per share post close reflecting cash flow accretion of transaction, subject to Board approval***
- ***Vine position consolidates Haynesville/Bossier adding approximately 370 premium 50% rate of return drilling locations at $2.50 NYMEX gas price***
- ***Lowers Chesapeake's pro forma total gathering, processing and transportation (GP&T) expense by approximately 15% and diversifies the company's midstream partnerships***

(1) Non-GAAP financial measures defined below.

Mike Wichterich, Chesapeake's Board Chairman and Interim Chief Executive Officer, commented, "This transaction strengthens Chesapeake's competitive position, meaningfully increasing our free cash flow outlook and deepening our inventory of premium gas locations, while preserving the strength of our balance sheet. By consolidating the Haynesville, Chesapeake has the scale and operating expertise to quickly become the dominant supplier of responsibly sourced gas to premium markets in the Gulf Coast and abroad."

Eric Marsh, Vine's Chairman, President, and Chief Executive Officer said, "We firmly believe that the quality of our assets, combined with the scale, depth and diversity of Chesapeake's portfolio, and our shared unwavering commitment to ESG excellence, provides significant opportunity to accelerate the return of capital to our combined shareholders."

CHK IR CONTACT:	CHK MEDIA CONTACT:	VEI IR CONTACT:	CHESAPEAKE ENERGY CORPORATION	VINE ENERGY INC.
Brad Sylvester, CFA	Gordon Pennoyer	David Erdman	6100 North Western Avenue	5800 Granite Pkwy #550
(405) 935-8870	(405) 935-8878	(469) 605-2480	P.O. Box 18496	Plano, TX 75024
ir@chk.com	media@chk.com	IR@VineEnergy.com	Oklahoma City, OK 73154	

David Foley, Global Head of Blackstone Energy Partners added, “We believe in the benefits of consolidation. Blackstone looks forward to being a Chesapeake shareholder and participating fully in the significant value creation potential that will be unlocked by the combined company.”

Transaction Details

Under the terms of the merger agreement, which was unanimously approved by the Board of Directors of each company, Vine shareholders will receive a fixed exchange ratio of 0.2486 Chesapeake shares of common stock and $1.20 of cash for each share of Vine common stock owned. Upon closing, Chesapeake shareholders will own approximately 86% and Vine shareholders will own approximately 14% of the fully diluted shares of the combined company.

The transaction, which is subject to customary closing conditions, including certain regulatory approvals, and the approval of Vine shareholders, is expected to close in the fourth quarter of 2021. Funds managed by The Blackstone Group Inc. own approximately 70% of outstanding shares of Vine common stock and have entered into a support agreement to vote in favor of the transaction.

Preliminary 2022 Pro Forma Outlook

Pending the successful closing of the transaction in the fourth quarter of 2021, Chesapeake’s preliminary plan is to operate 10 to 12 rigs in 2022, with 8 to 9 rigs focused on its gas portfolio and 2 to 3 rigs concentrating on its oil assets. The company will maintain its commitment to a disciplined capital reinvestment strategy, anticipating a 2022 reinvestment rate of 50 – 60%. At NYMEX strip pricing as of July 30, 2021, this preliminary capital program is anticipated to generate between $2.55 billion to $2.75 billion in total adjusted EBITDAX. Chesapeake also anticipates this preliminary capital program will result in its average annual 2022 oil production remaining flat from 2021 fourth quarter average levels.

Updated 2021E – Preliminary 2022E Outlook[2]

	2021E CHK Previous	2021E CHK 8/10/21	2022E CHK	2022E CHK Pro Forma
Oil Production (mmbbl)	23.0 – 25.0	23.5 – 25.5	20 – 22	20 – 22
Gas Production (bcf)	715 – 735	725 – 745	750 – 775	1,095 – 1,125
Total Production (mboe/d)	410 – 420	415 – 435	415 – 435	575 – 595
LOE per boe	$1.85 – $2.15	$1.85 – $2.15	$1.85 – $2.15	$1.65 – $1.95
GP&T per boe	$4.90 – $5.40	$4.90 – $5.40	$4.70 – $5.20	$3.90 – $4.40
G&A per boe	$0.85 – $1.15	$0.75 – $0.95	$0.75 – $0.95	$0.55 – $0.75
Adjusted EBITDAX[3] ($B)	$1.55 – $1.65	$1.8 – $1.9	$1.85 – $2.05	$2.55 – $2.75
Total Capex ($mm)	$670 – $740	$670 – $740	$900 – $1,200	$1,300 – $1,600
Reinvestment Rate	~44%	~38%	~54%	~55%
Enterprise Value ($B)			$7.0	$9.1
Net Debt[3] ($B) (6/30/21)			$0.6	$1.7
Fully Diluted Shares (mm)			116	135

2022 Projected Multiples[2]

	2022E CHK	2022E CHK Pro Forma
Operating Cash Flow per Share	~$16.10	~$18.50
FCF[3]/Fully Diluted Share	~$7.10	~$7.80
FCF Yield[3]	13%	14%
Net Debt/EBITDAX[3]	0.3x	0.6x

(2) Based on 7/30/21 strip prices and 8/06/21 CHK stock price.
(3) Non-GAAP financial measures defined below.

Increasing Base Dividend and Establishing Variable Return Program

Following completion of the transaction, Chesapeake expects to raise its base dividend by 27% to $1.75 per share as a result of the significant increase in free cash flow which reaches approximately $6 billion over the next five years. Additionally, Chesapeake announced the establishment of a variable return program to deliver 50% of the previous quarter's free cash flow to investors in cash, payable the following quarter, and beginning with results from the 2021 fourth quarter.

Conference Call Information

Chesapeake will conduct a conference call to discuss the transaction on Wednesday, August 11, 2021 at 9:00 am EDT. The telephone number to access the conference call is 888-317-6003 or 412-317-6061 for international callers. The passcode for the call is 2789084.

About the Companies

Headquartered in Oklahoma City, Chesapeake Energy Corporation's (NASDAQ: CHK) operations are focused on discovering and responsibly developing its large and geographically diverse resource base of unconventional oil and natural gas assets onshore in the United States.

Vine Energy Inc., based in Plano, Texas, is an energy company focused on the development of natural gas properties in the stacked Haynesville and Mid-Bossier shale plays in the Haynesville Basin of Northwest Louisiana. The Company is listed on the New York Stock Exchange under the symbol "VEI".

Advisors

J.P. Morgan Securities LLC is serving as financial advisor, Latham & Watkins LLP and Richards Layton & Finger are serving as legal advisor, and DrivePath Advisors is serving as communications advisor to Chesapeake. Citi is serving as lead financial advisor and Kirkland & Ellis LLP is serving as legal advisor to Vine. Weil, Gotshal & Manges LLP is serving as legal advisors to Blackstone. Houlihan Lokey also served as a financial advisor to the Vine Board of Directors.

Non-GAAP Financial Measures

This document includes non-GAAP financial measures. Such non-GAAP measures should not be considered as an alternative to, or more meaningful than, GAAP measures. The Company's management believes that these measures provide useful information to external users of the Company's consolidated financial statements, such as industry analysts, lenders and ratings agencies. Due to the forward-looking nature of adjusted EBITDAX, net debt, projected free cash flow, free cash flow yield and free cash flow per share used herein, management cannot reliably predict certain of the necessary components of the most directly comparable forward-looking GAAP measures. Accordingly, the Company is unable to present a quantitative reconciliation of such forward-looking non-GAAP financial measures to their most directly comparable forward-looking GAAP financial measures without unreasonable effort. Amounts excluded from these non-GAAP measures in future periods could be significant.

Adjusted EBITDAX: Adjusted EBITDAX is a non-GAAP measure used by management to evaluate the Company's operational trends and performance relative to other oil and natural gas producing companies. Adjusted EBITDAX excludes certain items that management believes affect the comparability of operating results. The most directly comparable GAAP measure is net income (loss). Items excluded from net income (loss) to arrive at adjusted EBITDAX include interest expense, income taxes, depreciation, depletion and amortization expense, and exploration expense as well as one-time items or items whose timing or amount cannot be reasonably estimated.

Net Debt: Net debt is defined as total GAAP debt excluding premiums, discounts, and deferred issuance costs less cash and cash equivalents. Net debt is presented as a widely understood measure of liquidity, but should not be considered as an alternative to, or more meaningful than, total debt presented in accordance with GAAP.

Free Cash Flow, Free Cash Flow Yield and Free Cash Flow Per Share:

- Free cash flow is defined as net cash provided by operating activities (GAAP), plus cash paid for reorganization items, net, less cash capital expenditures.
- Free cash flow yield is defined as free cash flow divided by market capitalization.
- Free cash flow per share is defined as free cash flow divided by the Company’s outstanding shares of common stock.

Free cash flow, free cash flow yield and free cash flow per share are non-GAAP supplemental financial measures used by the Company’s management to assess liquidity, including the Company’s ability to generate cash flow in excess of its capital requirements and return cash to shareholders. Free cash flow, free cash flow yield and free cash flow per share should not be considered as alternatives to, or more meaningful than, net cash provided by operating activities or any other measure of liquidity presented in accordance with GAAP.

Forward-Looking Statements

This presentation includes forward-looking statements. Forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as “anticipate,” "believe," “intend,” “project,” “plan,” “expect,” “continue,” “estimate,” “goaI,” “forecast,” “may,” or similar expressions help identify forward-looking statements. Chesapeake and Vine cannot give any assurance that expectations and projections about future events will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties arid assumptions. These risks and uncertainties include the risks that the proposed transaction may not be consummated or the benefits contemplated therefrom may not be realized. Additional risks include: the ability to obtain requisite regulatory and stockholder approval and the satisfaction of the other conditions to the consummation of the proposed transaction, the ability of Chesapeake to successfully integrate Vine’s operations and employees and realize anticipated synergies and cost savings, the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers, competitors and credit rating agencies, the ability to achieve revenue growth, and volatility in the price of oil, natural gas, and natural gas liquids. Actual results arid outcomes may differ materially from those expressed in such forward-looking statements. These and other risks and uncertainties are discussed in more detail in filings made by Chesapeake and Vine with the Securities and Exchange Commission (the “SEC”), which are available to the public free of charge on the SEC’s website at www.sec.gov. Chesapeake and Vine undertake no obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

This document relates to a proposed transaction between Chesapeake and Vine. This document does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Chesapeake intends to file a registration statement on Form S-4 that includes a proxy statement/prospectus. The proxy statement/prospectus will be sent to all Vine stockholders. Chesapeake and Vine will also file other documents regarding the proposed transaction with the SEC. Before making any voting decision, investors and security holders of Vine are urged to read the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information about the proposed transaction. Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by Chesapeake and Vine through the website maintained by the SEC at www.sec.gov.

Participants in Solicitation

Chesapeake and Vine and their respective directors and officers may be deemed to be participants in the solicitation of proxies from Vine's stockholders in connection with the proposed transaction. Information about Vine's directors and executive officers and their ownership of Vine securities is set forth in Vine's filings with the SEC. To the extent that holdings of Vine securities have changed since the amounts printed in Vine's most recent proxy statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of this document and other applicable documents as described in the preceding paragraph.

No Offer or Solicitation

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 proposed merger or otherwise, nor shall there be any sale, issuance, exchange or transfer or 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.

Exhibit 99.2


Acquisition of Vine Energy Inc.
AUGUST 11, 2021
CHESAPEAKE
ENERGY

Disclaimer

Forward-Looking Statements

This presentation includes forward-looking statements. Forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as "anticipate," "believe," "intend," "project," "plan," "expect," "continue," "estimate," "goal," "forecast," "may," or similar expressions help identify forward-looking statements. Chesapeake Energy Corporation ("CHK") and Vine Energy Inc. ("VEI") cannot give any assurance that expectations and projections about future events will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties arid assumptions. These risks and uncertainties include the risks that the proposed transaction may not be consummated or the benefits contemplated therefrom may not be realized. Additional risks include: the ability to obtain requisite regulatory and stockholder approval and the satisfaction of the other conditions to the consummation of the proposed transaction, the ability of CHK to successfully integrate VEI's operations and employees and realize anticipated synergies and cost savings, the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers, competitors and credit rating agencies, the ability to achieve revenue growth, and volatility in the price of oil, natural gas, and natural gas liquids. Actual results arid outcomes may differ materially from those expressed in such forward-looking statements. These and other risks and uncertainties are discussed in more detail in filings made by CHK and VEI with the Securities and Exchange Commission (the "SEC"), which are available to the public free of charge on the SEC's website at www.sec.gov. CHK and VEI undertake no obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

This document relates to a proposed transaction between CHK and VEI. This document does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. CHK intends to file a registration statement on Form S-4 that includes a proxy statement/prospectus. The proxy statement/prospectus will be sent to all VEI stockholders. CHK and VEI will also file other documents regarding the proposed transaction with the SEC. Before making any voting decision, investors and security holders of VEI are urged to read the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information about the proposed transaction. Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by CHK and VEI through the website maintained by the SEC at www.sec.gov.

Participants in Solicitation

CHK and VEI and their respective directors and officers may be deemed to be participants in the solicitation of proxies from VEI's stockholders in connection with the proposed transaction. Information about VEI's directors and executive officers and their ownership of VEI securities is set forth in VEI's filings with the SEC. To the extent that holdings of VEI securities have changed since the amounts printed in VEI's most recent proxy statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/prospectus regarding the proposed transaction when it becomes available. You may obtain free copies of this document and other applicable documents as described in the preceding paragraph.

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Increasing **FCF**. Enhancing **scale**.
Delivering **RSG to premium markets**. Returning **cash to shareholders**.

CHK acquires VEI at
zero premium
using 8% cash, 92% equity
$1.20 plus 0.2486 shares of CHK common stock per VEI share of common stock

Immediately accretive to:
- Cash flow/share
- FCF/share[1]
- FCF yield[1]
- GHG emissions profile

Adding ~370 premium Haynesville/Bossier locations
>50% ROR at $2.50 gas

Pro forma net debt-to-EBITDAX[1]
0.6x in 2022
Preserving balance sheet strength

Consolidates Haynesville
CHK to become the **largest** producer in the Haynesville
~1.6 net bcf per day (2Q'21)

~$6B in 5-yr FCF[1][2]
Increasing base dividend by 27% and initiating variable return program

100% of PF Haynesville/Bossier production
will be Responsibly Sourced Gas (RSG) certified by YE 2021

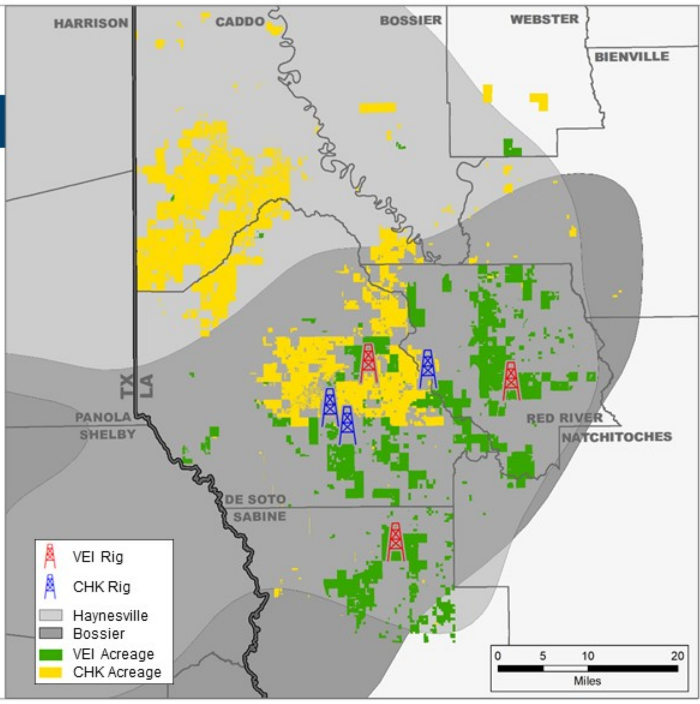
(1) A non-GAAP measure as defined in the appendix.
(2) Based on 7/30/21 strip prices and 8/06/21 CHK stock price.

Building the Dominant Gulf Coast Operator

Pro forma company = largest Haynesville producer

Haynesville / Bossier Shale	CHK	CHK PF
Net Acres	225,000	348,000
Held by Production	100%	99%
Average Working Interest	80%	83%
Gross Locations	900	1,500
2Q'21 Net Daily Production (mmcf/d)	531	1,581

- Adjacent positions providing premium over-pressured stacked gas opportunities in Haynesville and Mid-Bossier shale plays



Enhanced Pro Forma GHG Emissions Profile

Pro forma GHG emissions intensity[1][2]

5.4 kg CO_2e/boe

2020 CHK: 6.0 kg CO_2e/boe

Pro forma corporate methane intensity[1][3]

0.11%

2020 CHK: 0.13%

100%

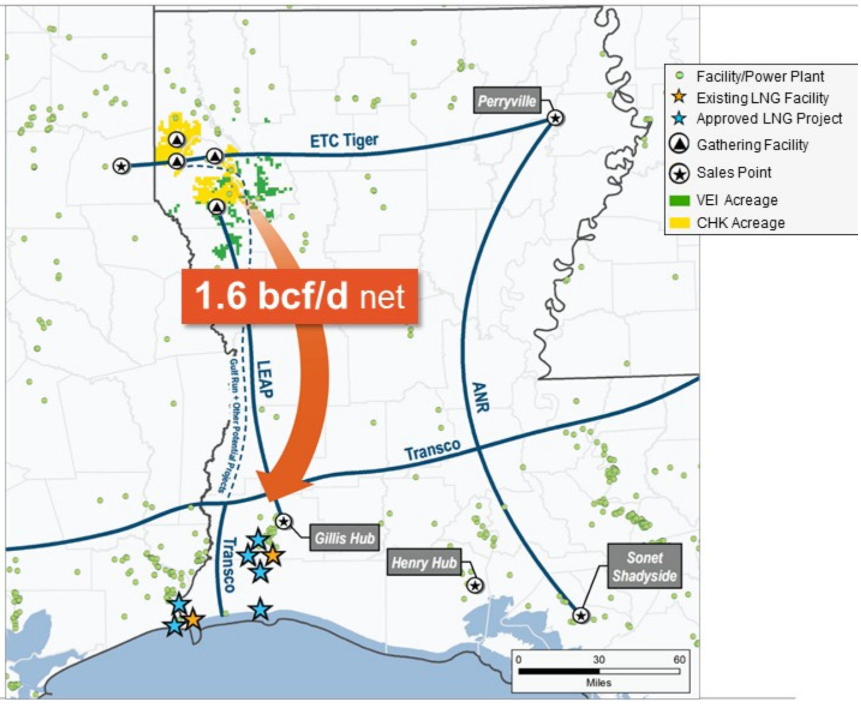
PF Haynesville/Bossier production

will be RSG certified[4] by YE 2021

(1) Pro forma estimates include 2020 CHK and VEI numbers.
(2) Defined as tCO_2e/gross mboe produced.
(3) Defined as volume methane emissions / volume gross gas produced.
(4) Chesapeake intends to independently certify and continuously monitor its natural gas production across the Haynesville under the standards developed by MiQ and Equitable Origin.

Dominant RSG Supplier to Premium Gulf Coast and Export Markets

- Combined production of CHK and VEI represents dominant supplier of RSG to the Gulf Coast and LNG export markets
  - No firm transport in VEI's current portfolio
  - Several new projects (new construction and expansion of existing) focused on delivering gas from NW Louisiana to export markets
  - Majority of VEI firm sales expire within three years, allowing CHK to capitalize on competitive downstream pipeline and LNG markets
  - Expect to achieve RSG certification for all CHK and VEI production by YE 2021



Cost Savings Create Significant Shareholder Value

- Operational efficiencies include savings from reduced G&A and LOE including VEI corporate workforce synergies
- Capital efficiencies include savings from reduced capex and improved cycle time
- Expect to recognize additional savings from midstream contract opportunities, leasehold optimization and other operational and capital efficiencies

G&A and LOE Efficiencies
$20 million

+

Capital Efficiencies
$30 million

=

ANNUAL AVERAGE SAVINGS
$50 million

Accelerating Cash to Shareholders

Larger base dividend and new variable dividend as a result of the significant increase in free cash flow

- Initiated annual base dividend of $1.375/share, annualized, in 2Q'21
- With this transaction, increasing base dividend by 27% to $1.75/share, annualized (post closing)
  - Immediate delivery of synergies to shareholders
  - Maintain leadership among peers on dividend yields
- New variable return policy returns additional FCF[1] to shareholders
  - 50% of quarterly FCF[1] to be returned to shareholders through variable dividend
  - To be calculated quarterly and paid in following quarter, payable starting in 1Q'22
  - Potential to push towards double digit dividend yields

(1) A non-GAAP measure as defined in the appendix.

Preliminary Pro Forma 2022 Outlook

Updated 2021E – Preliminary 2022E Outlook[1]

	2021E CHK Previous	2021E CHK 8/10/21	2022E CHK	2022E CHK Pro Forma
Oil Production (mmbbl)	23.0 – 25.0	**23.5 – 25.5**	20 – 22	20 – 22
Gas Production (bcf)	715 – 735	**725 – 745**	750 – 775	1,095 – 1,125
Total Production (mboe/d)	410 – 420	**415 – 435**	415 – 435	575 – 595
LOE per boe	$1.85 – $2.15	$1.85 – $2.15	$1.85 – $2.15	$1.65 – $1.95
GP&T per boe	$4.90 – $5.40	$4.90 – $5.40	$4.70 – $5.20	$3.90 – $4.40
G&A per boe	$0.85 – $1.15	**$0.75 – $0.95**	$0.75 – $0.95	$0.55 – $0.75
Adjusted EBITDAX[2] ($B)	$1.55 – $1.65	**$1.8 – $1.9**	$1.85 – $2.05	$2.55 – $2.75
Total Capex ($mm)	$670 – $740	$670 – $740	$900 – $1,200	$1,300 – $1,600
Reinvestment Rate	~44%	~38%	~54%	~55%
Enterprise Value ($B)			$7.0	$9.1
Net Debt[2] ($B) (6/30/21)			$0.6	$1.7
Fully Diluted Shares (mm)			116	135

2022 Projected Multiples[1]

	2022E CHK	2022E CHK Pro Forma
Operating Cash Flow per Share	~$16.10	~$18.50
FCF[2] / Fully Diluted Share	~$7.10	~$7.80
FCF Yield[2]	13%	14%
Net Debt / EBITDAX[2]	0.3x	0.6x

Immediately accretive to:

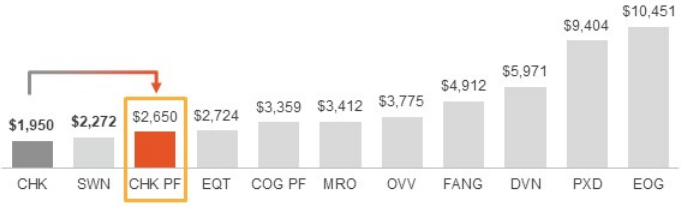
Cash flow/share
FCF/share[2]
FCF yield[2]

(1) Based on 7/30/21 strip prices and 8/06/21 CHK stock price.
(2) A non-GAAP measure as defined in the appendix.

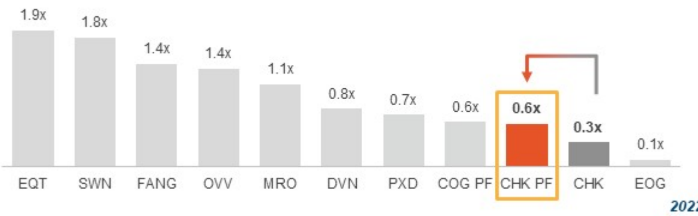
Large-cap Diversified Peer Benchmarking

Increased scale and strong balance sheet

2022E EBITDAX[1] ($mm)

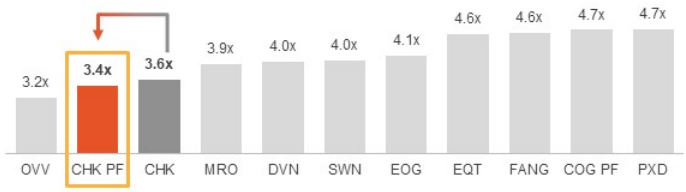


Current net debt / 2022E EBITDAX[1]

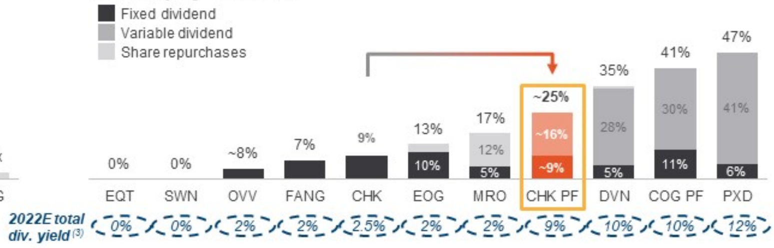


Compelling value proposition

EV / 2022E EBITDAX[1]



2022E payout ratio[2]



Source: FactSet as of 8/6/21, company filings; Note: Peers include: COG, DVN, EOG, FANG, MRO, OVV and PXD.
(1) A non-GAAP measure as defined in the appendix.
(2) Payout ratio calculated as total dividends plus share repurchases divided by operating cash flow; Total dividends are inclusive of both fixed dividend and any variable dividend plans; Free cash flow used to calculate variable dividends is calculated as operating cash flow less capex; Repurchases are consensus estimates.
(3) Total dividend yield is calculated as projected fixed and variable dividends per common share divided by 8/6/21 share price.

Value Drivers

Acquisition of Vine Energy
✓ Delivers cash flow accretion
✓ Leverages in-basin experience, knowledge and scale
✓ Aggregates dominant gas supply position adjacent to export markets
✓ Adds premium inventory
✓ Improves cost structure
✓ Increases dividend structure
✓ Protects balance sheet strength
✓ **Strengthens ESG performance and pursuit of RSG**

Appendix

Pro Forma Maturity Profile

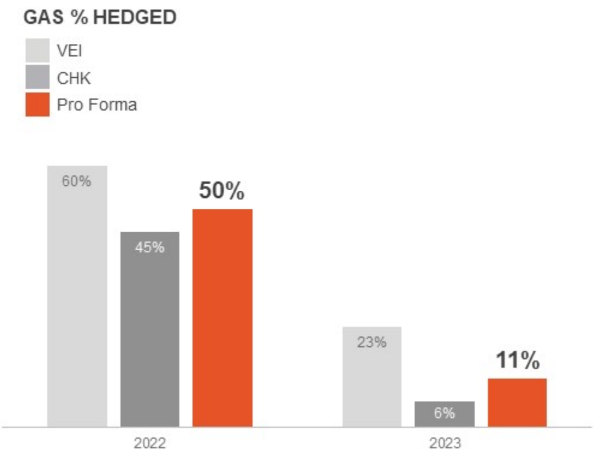
Pro forma net debt-to-EBITDAX[1]

0.6x in 2022

Preserving balance sheet strength

Note: As of 6/30/21
(1) A non-GAAP measure as defined in the appendix.
(2) Represents $221mm of CA-CIB and Natixis Tranche B.

Hedging Program Reduces Risk, Protects Returns



AVERAGE HEDGED PRICE FY	2022	2023
VEI $/mcf	$ 2.55	$ 2.65
CHK $/mcf	$ 2.52	$ 2.75
PF $/mcf	**$ 2.53**	**$ 2.68**

Note: Hedged volumes and prices reflect positions as of 8/10/21, percentages are fixed price hedges vs. preliminary outlook.

Non-GAAP Financial Measures

This document includes non-GAAP financial measures. Such non-GAAP measures should not be considered as an alternative to, or more meaningful than, GAAP measures. The Company's management believes that these measures provide useful information to external users of the Company's consolidated financial statements, such as industry analysts, lenders and ratings agencies. Due to the forward-looking nature of adjusted EBITDAX, net debt, projected free cash flow, free cash flow yield and free cash flow per share used herein, management cannot reliably predict certain of the necessary components of the most directly comparable forward-looking GAAP measures. Accordingly, the Company is unable to present a quantitative reconciliation of such forward-looking non-GAAP financial measures to their most directly comparable forward-looking GAAP financial measures without unreasonable effort. Amounts excluded from these non-GAAP measures in future periods could be significant.

Adjusted EBITDAX: Adjusted EBITDAX is a non-GAAP measure used by management to evaluate the Company's operational trends and performance relative to other oil and natural gas producing companies. Adjusted EBITDAX excludes certain items that management believes affect the comparability of operating results. The most directly comparable GAAP measure is net income (loss). Items excluded from net income (loss) to arrive at adjusted EBITDAX include interest expense, income taxes, depreciation, depletion and amortization expense, and exploration expense as well as one-time items or items whose timing or amount cannot be reasonably estimated.

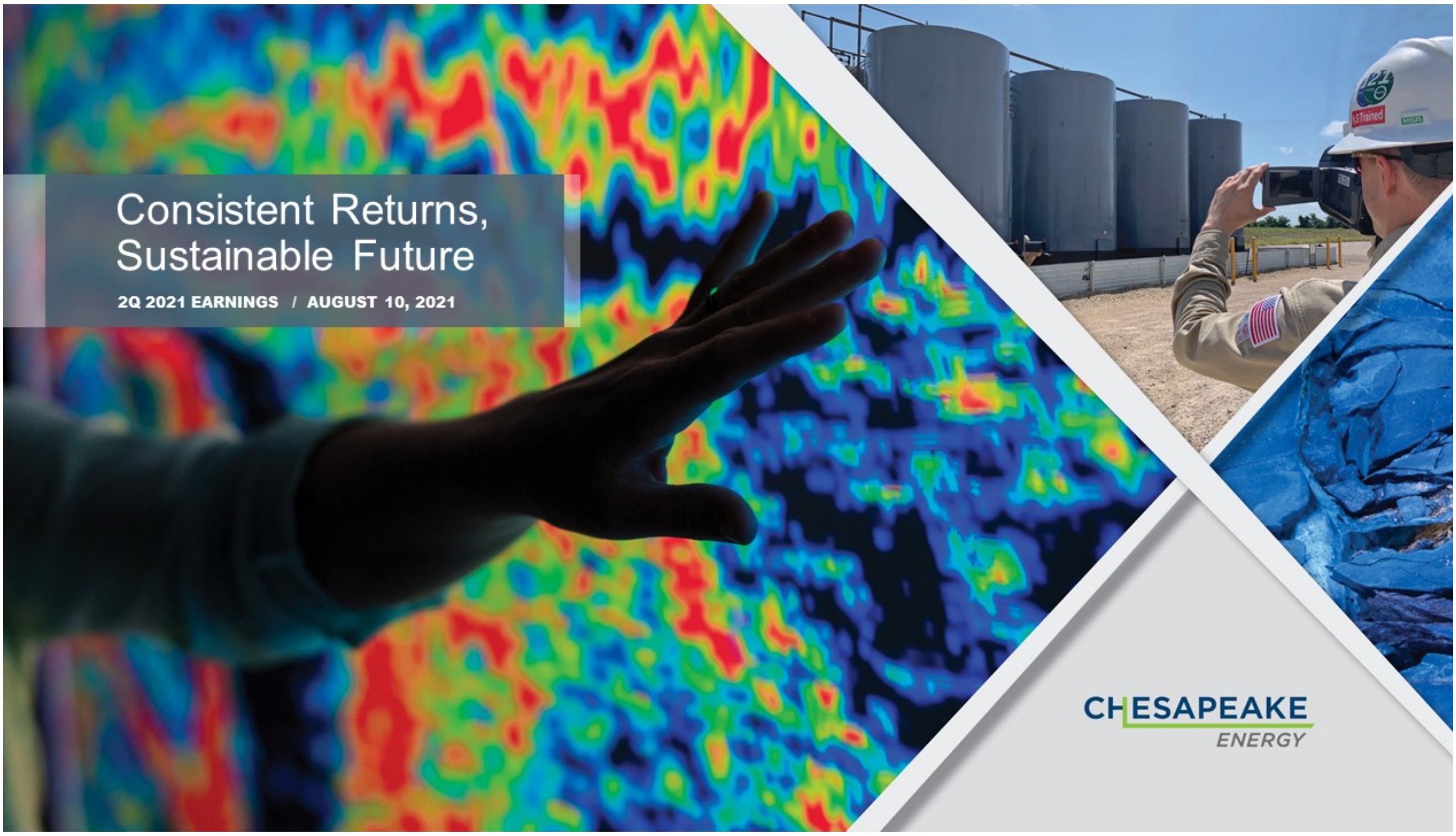
Net Debt: Net debt is defined as total GAAP debt excluding premiums, discounts, and deferred issuance costs less cash and cash equivalents. Net debt is presented as a widely understood measure of liquidity, but should not be considered as an alternative to, or more meaningful than, total debt presented in accordance with GAAP.

Free Cash Flow, Free Cash Flow Yield and Free Cash Flow Per Share:

- Free cash flow is defined as net cash provided by operating activities (GAAP), plus cash paid for reorganization items, net, less cash capital expenditures.
- Free cash flow yield is defined as free cash flow divided by market capitalization.
- Free cash flow per share is defined as free cash flow divided by the Company's outstanding shares of common stock.

Free cash flow, free cash flow yield and free cash flow per share are non-GAAP supplemental financial measures used by the Company's management to assess liquidity, including the Company's ability to generate cash flow in excess of its capital requirements and return cash to shareholders. Free cash flow, free cash flow yield and free cash flow per share should not be considered as alternatives to, or more meaningful than, net cash provided by operating activities or any other measure of liquidity presented in accordance with GAAP.

Exhibit 99.3


Consistent Returns,
Sustainable Future
2Q 2021 EARNINGS / AUGUST 10, 2021
CHESAPEAKE
ENERGY

Forward-Looking Statements

This presentation include "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. Forward-looking statements are statements other than statements of historical fact. They include statements that give our current expectations, management's outlook guidance or forecasts of future events, expected natural gas and oil growth trajectory, projected cash flow and liquidity, our ability to enhance our cash flow and financial flexibility, dividend plans, future production and commodity mix, plans and objectives for future operations, ESG initiatives, the ability of our employees, portfolio strength and operational leadership to create long-term value, and the assumptions on which such statements are based. Although we believe the expectations and forecasts reflected in the forward-looking statements are reasonable, we can give no assurance they will prove to have been correct. They can be affected by inaccurate or changed assumptions or by known or unknown risks and uncertainties.

Factors that could cause actual results to differ materially from expected results include those described under "Risk Factors" in Item 1A of our annual report on Form 10-K and any updates to those factors set forth in Chesapeake's subsequent quarterly reports on Form 10-Q or current reports on Form 8-K (available at http://www.chk.com/investors/sec-filings). These risk factors include: the impact of the COVID-19 pandemic and its effect on the company's business, financial condition, employees, contractors and vendors, and on the global demand for oil and natural gas and U.S. and world financial markets; the volatility of oil, natural gas and NGL prices; the limitations our level of indebtedness may have on our financial flexibility; our inability to access the capital markets on favorable terms; the availability of cash flows from operations and other funds to fund cash dividends, to finance reserve replacement costs or satisfy our debt obligations; write-downs of our oil and natural gas asset carrying values due to low commodity prices; our ability to replace reserves and sustain production; uncertainties inherent in estimating quantities of oil, natural gas and NGL reserves and projecting future rates of production and the amount and timing of development expenditures; our ability to generate profits or achieve targeted results in drilling and well operations; leasehold terms expiring before production can be established; commodity derivative activities resulting in lower prices realized on oil, natural gas and NGL sales; the need to secure derivative liabilities and the inability of counterparties to satisfy their obligations; adverse developments or losses from pending or future litigation and regulatory proceedings, including royalty claims; charges incurred in response to market conditions; drilling and operating risks and resulting liabilities; effects of environmental protection laws and regulations on our business; legislative and regulatory initiatives further regulating hydraulic fracturing; our need to secure adequate supplies of water for our drilling operations and to dispose of or recycle the water used; impacts of potential legislative and regulatory actions addressing climate change; federal and state tax proposals affecting our industry; potential OTC derivatives regulation limiting our ability to hedge against commodity price fluctuations; competition in the oil and gas exploration and production industry; a deterioration in general economic, business or industry conditions; negative public perceptions of our industry; limited control over properties we do not operate; pipeline and gathering system capacity constraints and transportation interruptions; terrorist activities and cyber-attacks adversely impacting our operations; and an interruption in operations at our headquarters due to a catastrophic event.

In addition, disclosures concerning the estimated contribution of derivative contracts to our future results of operations are based upon market information as of a specific date. These market prices are subject to significant volatility. Our production forecasts are also dependent upon many assumptions, including estimates of production decline rates from existing wells and the outcome of future drilling activity. We caution you not to place undue reliance on our forward-looking statements that speak only as of the date of this presentation, and we undertake no obligation to update any of the information provided in this presentation, except as required by applicable law. In addition, this presentation contains time-sensitive information that reflects management's best judgment only as of the date of this presentation.

Chesapeake Value Drivers

Returning cash to shareholders

2021E FCF yield ~15%

~2.5% base dividend yield

Variable return program defined:
delivering 50% of FCF quarterly beginning 1Q'22

Achieve **net-zero** direct GHG emissions by 2035

Eliminate routine flaring on all new wells completed from 2021 forward and enterprise-wide by 2025

Reduce methane intensity[3] to 0.09% and greenhouse gas (GHG) intensity[4] to 5.5 by 2025

Disciplined capital reinvestment rate

60 – 70%

of projected adjusted EBITDAX[1]

>$4B of FCF

projected over next five years[5]

Maintain balance sheet strength

<1x long-term leverage[2]

(1) Adjusted EBITDAX is a non-GAAP financial measure and is defined as earnings before interest, taxes, depreciation and amortization, exploration expenses and other. See the appendix for a reconciliation of net income (loss) to adjusted EBITDAX.
(2) Long-term leverage = net debt / adjusted EBITDAX. Net debt (non-GAAP) = Total debt (GAAP) – Premiums and issuance costs on debt – Cash and cash equivalents.
(3) Defined as volume methane emissions / volume gross gas produced.
(4) Defined as tCO_2e/gross mboe produced.
(5) Free cash flow (non-GAAP) = Net cash provided by (used in) operating activities (GAAP) + Cash paid for reorganization items, net – Capital expenditures. Estimated based on 7/30/21 strip pricing from 2021 to 2025.

Chesapeake Today

- **Strong balance sheet** with low leverage
- Generating **sustainable free cash flow**
- Disciplined capital **reinvestment strategy**
- World-class natural gas assets, with oil optionality and **scale to win**
- Committed to **ESG and safety excellence**

Delivering Value: 2Q Highlights

Adjusted EBITDAX [(1)]
$429mm
Strong projected FCF and cash return on capital invested for 2021

Free cash flow[(2)]
$292mm

Balance sheet cash
$612mm
As of 6/30/21

Net debt[(3)] to 2021E adjusted EBITDAX
0.3x

Annual G&A guidance reduced
15%

(1) Non-GAAP measure as defined in the supplemental financial tables available on the company's website at www.chk.com.
(2) Free cash flow (non-GAAP) = Net cash provided by (used in) operating activities (GAAP) + Cash paid for reorganization items, net – Capital expenditures.
(3) Net debt (non-GAAP) = Total debt (GAAP) – Premiums and issuance costs on debt – Cash and cash equivalents.

Meeting Our ESG Pledges

- Chesapeake seeks to be the first company to independently certify and continuously monitor its natural gas production across two major shale gas basins under the standards developed by MiQ and Equitable Origin
  - Haynesville gas to be RSG certified by 4Q'21; Marcellus gas by 2Q'22
- Certification supports Chesapeake's pledge to reduce methane and GHG intensity and achieve net-zero direct greenhouse gases by 2035
- Recently entered into and are continuing to pursue supply agreements providing RSG certified gas from our Marcellus Shale production

Net Zero by 2035

"Chesapeake Energy Aims to Take Lead in Responsibly Sourced Gas Movement" – Hart Energy

EQUITABLE ORIGIN

MiQ

"We are excited to be working with MiQ and Chesapeake on this new project. Chesapeake is committed to protecting the country's natural resources and reducing its environmental footprint. We look forward to working with them to help them bring that commitment to life."
– Equitable Origin CEO

2021 Updated Guidance

Adjusted EBITDAX[(1)]: $1.8 – 1.9B

16% improvement

Annual G&A guidance:

15% reduction

Affirmed disciplined capital spending: $670 – $740mm

No change

Production: 415 – 435 mboe/d

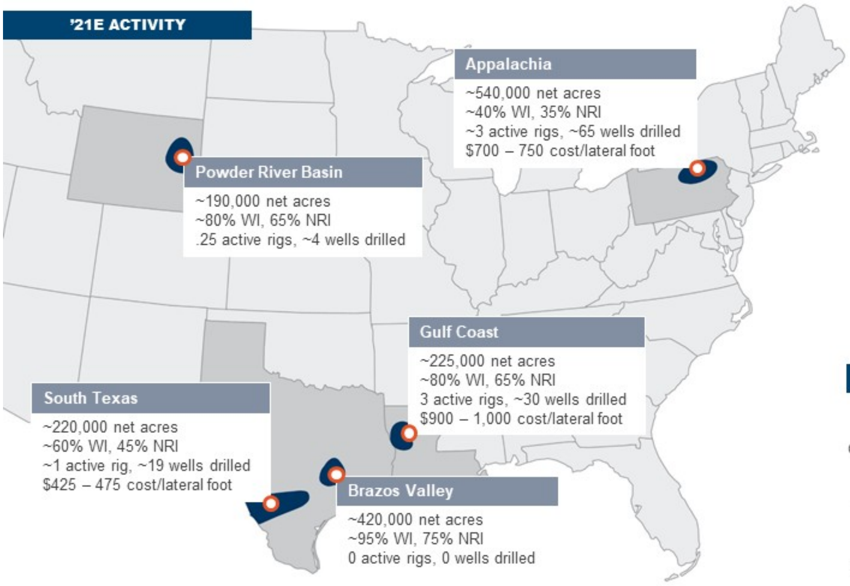
Raising guidance due to lower base declines across portfolio

Note: Percentages based on midpoints.

(1) Adjusted EBITDAX is a non-GAAP financial measure and is defined as earnings before interest, taxes, depreciation and amortization, exploration expenses and other. See the appendix for a reconciliation of net income (loss) to adjusted EBITDAX.

Deep Portfolio: Diversified Positions Across Multiple Basins

'21E ACTIVITY



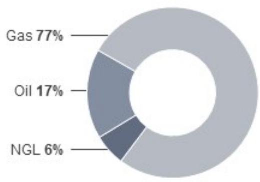
2Q'21 PRODUCTION

~433 mboe/d

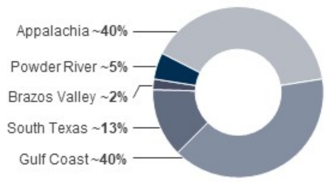
Appalachia: 1,279 mmcf/d	Brazos Valley: 37 mboe/d
Gulf Coast: 531 mmcf/d	Powder River: 23 mboe/d
South Texas: 72 mboe/d	

Projected 2021 Capex
$670mm – 740mm

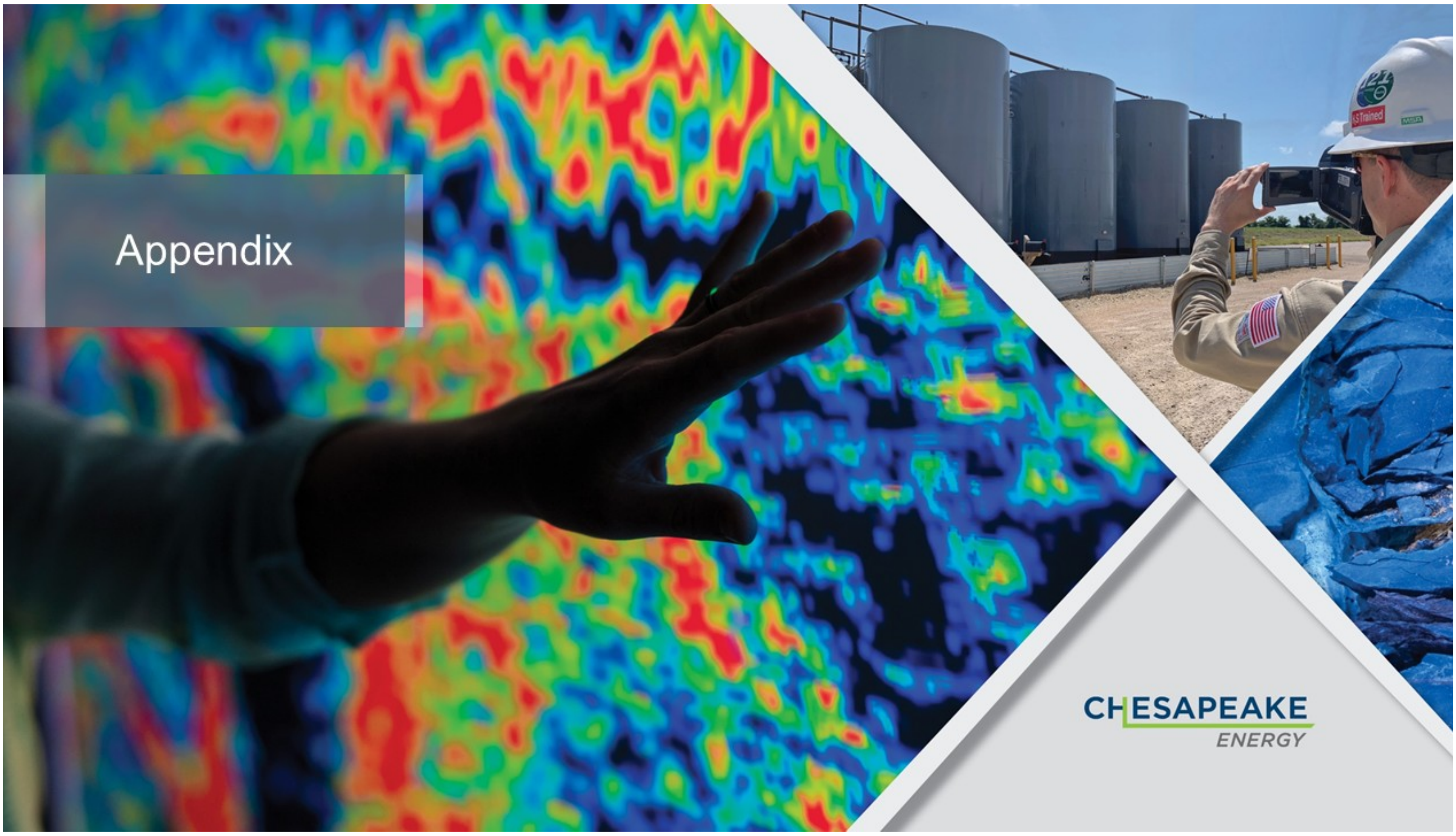
2Q'21 PRODUCTION MIX



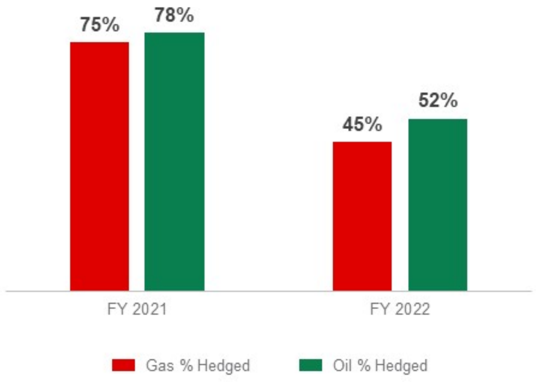
'21E ASSET DEVELOPMENT DETAIL



Note: Net acres and projected WI and NRI estimates as of 12/31/20.


Appendix
CHESAPEAKE
ENERGY

Current Hedge Position



AVERAGE HEDGED PRICE	RMDR 2021	FY 2022	FY 2023
Gas ($/mcf)	$ 2.67	$ 2.52	$ 2.75
Oil ($/bbl)	$ 42.62	$ 44.30	$ 47.17

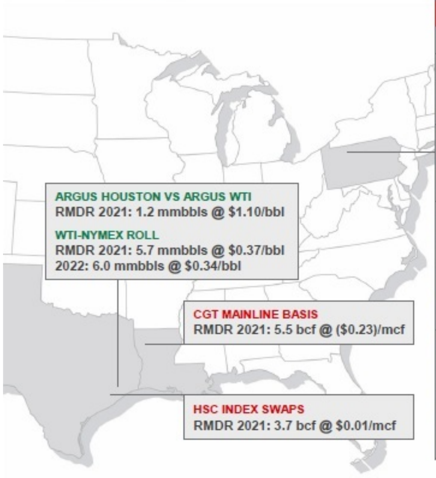
	NATURAL GAS					OIL	
	SWAPS		COLLARS			SWAPS	
Date	Volume bcf	Avg. Price $/mcf	Volume bcf	Avg. Put $/mcf	Avg. Call $/mcf	Volume mmbbl	Avg. Price $/bbl
3Q 2021	126.6	2.66	8.3	2.80	3.29	4.6	42.62
4Q 2021	115.2	2.67	8.3	2.80	3.29	4.3	42.62
RMDR 2021	**241.8**	**2.67**	**16.6**	**2.80**	**3.29**	**8.9**	**42.62**
1Q 2022	77.7	2.55	18.0	2.50	2.86	3.2	43.57
2Q 2022	69.0	2.51	18.2	2.50	2.86	2.8	43.12
3Q 2022	66.8	2.55	18.4	2.50	2.86	2.7	44.85
4Q 2022	35.9	2.62	41.8	2.39	2.90	2.6	45.92
FY 2022	**249.5**	**2.55**	**96.4**	**2.45**	**2.88**	**11.2**	**44.30**
1Q 2023	45.2	2.75	–	–	–	1.9	47.17
FY 2023	**45.2**	**2.75**	–	–	–	**1.9**	**47.17**

- In 2Q'21, CHK amended its RBL which eliminated the hedge requirement of >50% of PDP on a rolling 24-month basis

Note: Hedged volumes and prices reflect positions as of 7/31/21, percentages are fixed price hedges vs. guidance.

Hedged Basis Projection

As of 7/31/2021



APPALACHIA NATURAL GAS HEDGES																		
	BASIS													TRANSPORT SPREAD[1]				
	TOTAL APPALACHIA			TETCO M3			TGP Z4 300L			LEIDY			TETCO M3			LEIDY		
Date	Volume bcf	% of Exposure	Avg. Price $/mcf	Volume bcf	% of Exposure	Avg. Price $/mcf	Volume bcf	% of Exposure	Avg. Price $/mcf	Volume bcf	% of Exposure	Avg. Price $/mcf	Volume bcf	% of Exposure	Avg. Price $/mcf	Volume bcf	% of Exposure	Avg. Price $/mcf
3Q 2021	48.2	41%	(0.89)	13.8	52%	(0.61)	19.4	42%	(1.00)	15.0	43%	(1.02)	–	–	–	2.3	7%	0.11
4Q 2021	26.3	23%	(0.59)	9.2	35%	(0.01)	10.3	23%	(0.89)	6.8	20%	(0.90)	5.4	20%	0.79	0.8	2%	0.11
RMDR 2021	**74.5**	**32%**	**(0.79)**	**23.0**	**43%**	**(0.37)**	**29.7**	**33%**	**(0.96)**	**21.8**	**31%**	**(0.98)**	**5.4**	**10%**	**0.79**	**3.1**	**4%**	**0.11**
1Q 2022	18.9	17%	(0.30)	6.8	26%	0.59	7.7	17%	(0.82)	4.5	13%	(0.74)	11.1	42%	0.79	–	–	–
2Q 2022	1.4	1%	(0.07)	1.4	5%	(0.07)	–	–	–	–	–	–	11.3	43%	0.79	–	–	–
3Q 2022	1.4	1%	(0.07)	1.4	5%	(0.07)	–	–	–	–	–	–	11.4	42%	0.79	–	–	–
4Q 2022	0.5	0%	(0.07)	0.5	2%	(0.07)	–	–	–	–	–	–	9.9	37%	0.77	–	–	–
FY 2022	**22.1**	**5%**	**(0.26)**	**10.0**	**9%**	**0.38**	**7.7**	**3%**	**(0.82)**	**4.5**	**6%**	**(0.74)**	**43.7**	**41%**	**0.78**	–	–	–
1Q 2023	–	–	–	–	–	–	–	–	–	–	–	–	6.8	26%	0.76	–	–	–
2Q 2023	–	–	–	–	–	–	–	–	–	–	–	–	6.8	26%	0.76	–	–	–
3Q 2023	–	–	–	–	–	–	–	–	–	–	–	–	6.9	27%	0.76	–	–	–
4Q 2023	–	–	–	–	–	–	–	–	–	–	–	–	2.9	11%	0.76	–	–	–
FY 2023	–	–	–	–	–	–	–	–	–	–	–	–	**23.4**	**22%**	**0.76**	–	–	–

(1) Transport spread vs. TGP Z4 300L

Reconciliation of Net Income (Loss) to Adjusted EBITDAX (unaudited)

	Successor	Predecessor
	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
($ in millions)		
Net loss (GAAP)	$ (439)	$ (276)
Adjustments:		
Interest expense	18	137
Depreciation, depletion and amortization	229	158
Exploration	1	130
Unrealized losses on oil, natural gas and NGL derivatives	617	864
Separation and other termination costs	11	22
Gains on sales of assets	(2)	—
Other operating income	(4)	(2)
Impairments	1	—
Gains on purchases or exchanges of debt	—	(2)
G&A reorganization expenses	—	43
Reorganization items, net	—	(394)
Other	(3)	(1)
Adjusted EBITDAX (Non-GAAP)	$ 429	$ 679

Adjusted EBITDAX is not a measure of financial performance under GAAP, and should not be considered as an alternative to, or more meaningful than, net income (loss) prepared in accordance with GAAP. Adjusted EBITDAX excludes certain items that management believes affect the comparability of operating results. The company believes this non-GAAP financial measure is a useful adjunct to cash flow provided by operating activities because: (i) Management uses adjusted EBITDAX to evaluate the company's operational trends and performance relative to other oil and natural gas producing companies. (ii) Adjusted EBITDAX is more comparable to estimates provided by securities analysts. (iii) Items excluded generally are one-time items or items whose timing or amount cannot be reasonably estimated. Accordingly, any guidance provided by the company generally excludes information regarding these types of items. Because adjusted EBITDAX excludes some, but not all, items that affect net income (loss), our calculations of adjusted EBITDAX may not be comparable to similarly titled measures of other companies.

Reconciliations of Free Cash Flow and Net Debt

FREE CASH FLOW

	Successor	Predecessor
	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
($ in millions)		
Net cash provided by operating activities (GAAP)	$ 394	$ 376
Cash paid for reorganization items, net	47	55
Capital expenditures	(149)	(349)
Free cash flow (Non-GAAP)	$ 292	$ 82

NET DEBT

	Successor
	June 30, 2021
($ in millions)	
Total debt (GAAP)	**$ 1,261**
Premiums and issuance costs on debt	(40)
Principal amount of debt	**1,221**
Cash and cash equivalents	(612)
Net debt (Non-GAAP)	**$ 609**

Management's Outlook as of August 10, 2021

	Year Ending 12/31/2021
Total production:	
Oil – mmbbls	***23.5 – 25.5***
NGL – mmbbls	6.5 – 8.5
Natural gas – bcf	***725 – 745***
Total daily rate – mboe per day	***415 – 435***
Estimated basis to NYMEX prices, based on 7/30/21 strip prices:	
Oil – $/bbl	***($0.90) – ($1.30)***
Natural gas – $/mcf	($0.40) – ($0.50)
NGL – realizations as a % of WTI	40% – 45%
Operating costs per boe of projected production:	
Production expense	$1.85 – $2.15
Gathering, processing and transportation expenses	$4.90 – $5.40
Oil – $/bbl	$2.65 – $2.85
Natural Gas – $/mcf	$0.90 – $1.00
Severance and ad valorem taxes	$0.90 – $1.10
General and administrative[(a)]	***$0.75 – $0.95***
Depreciation, depletion and amortization expense	$5.00 – $6.00
Marketing net margin and Other ($ in millions)	$0 – $10
Interest expense ($ in millions)[(b)]	$70 – $80
Cash taxes ($ in millions)	$0 – $20
Adjusted EBITDAX, based on 7/30/21 strip prices ($ in millions)[(c)]	***$1,800 – $1,900***
Total capital expenditures ($ in millions)	$670 – $740

(a) Includes ~$0.08/boe of expenses associated with stock-based compensation, which are recorded in general and administrative expenses in Chesapeake's Condensed Consolidated Statement of Operations.
(b) Includes ~$15 million of non-cash interest expense due to timing of interest payments in 2021.
(c) Adjusted EBITDAX is a non-GAAP measure used by management to evaluate the company's operational trends and performance relative to other oil and natural gas producing companies. Adjusted EBITDAX excludes certain items that management believes affect the comparability of operating results. The most directly comparable GAAP measure is net income (loss), but it is not possible, without unreasonable efforts, to identify the amount or significance of events or transactions that may be included in future GAAP net income (loss) but that management does not believe to be representative of underlying business performance. The company further believes that providing estimates of the amounts that would be required to reconcile forecasted adjusted EBITDAX to forecasted GAAP net income (loss) would imply a degree of precision that may be confusing or misleading to investors. Items excluded from net income to arrive at adjusted EBITDAX include interest expense, income taxes, depreciation, depletion and amortization expense, and exploration expense as well as one-time items or items whose timing or amount cannot be reasonably estimated.