

EQT CORPORATION
AUDIT COMMITTEE CHARTER

(Adopted by this Committee on January 13, 2004, revised December 6, 2005, December 5, 2006, December 4, 2007, December 2, 2008 and February 9, 2009 (solely to reflect the name change))

This Charter governs the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of EQT Corporation (the “Company”). A copy of this Charter shall be posted on the Company’s website.

PURPOSE AND PERFORMANCE OF THIS COMMITTEE

The purpose of this Committee generally is to assist the Board in overseeing (i) the accounting and financial reporting processes of the Company, (ii) the audits of the financial statements of the Company, (iii) the integrity of the Company’s financial statements, (iv) the qualifications, independence and performance of the Company’s registered public accountants, (v) the qualifications and performance of the Company’s internal audit function, and (vi) the compliance by the Company with legal and regulatory requirements, including the Company’s Code of Business Conduct and Ethics.

This Committee performs an oversight function. It is not the duty of this Committee or its members to plan or conduct audits or to determine that the Company’s financial statements are complete, accurate and in accordance with generally accepted accounting principles. Management is responsible for preparing the Company’s financial statements, for maintaining internal control over financial reporting, and assessing the effectiveness of internal control over financial reporting. The Company’s registered public accountants are responsible for expressing opinions on the conformity of the audited financial statements with generally accepted accounting principles and on the effectiveness of the Company’s internal control over financial reporting. Management is also responsible for promoting corporate compliance with all laws applicable to the Company. The specific responsibilities of this Committee in carrying out this oversight function are described below.

The Company shall provide for appropriate funding, as determined by this Committee, for payment of (i) compensation to the registered public accounting firm for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisors employed by this Committee and (iii) ordinary administrative expenses of this Committee that are necessary or appropriate in carrying out the duties of this Committee.

Each member of the Audit Committee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by those persons and under those circumstances specified in the Pennsylvania Business Corporation Law.

ORGANIZATION AND MEMBERSHIP OF THIS COMMITTEE

The membership of this Committee shall consist of at least three (3) directors, each of whom shall be independent and appointed annually by the Board on the recommendation of the Corporate Governance Committee of the Board. For purposes of this charter, in order to be independent, (i) the Board must have determined that the director is independent pursuant to the Company’s corporate governance guidelines, and (ii) the director must otherwise be independent as defined for audit committee purposes by the Sarbanes-Oxley Act of 2002 (which, among other things, amends in certain respects the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and the rules of the Securities and

Exchange Commission (the "Commission") thereunder (which provide, generally, that an Audit Committee member may not (a) accept, directly or indirectly, any compensation from the Company except in the capacity as a Director or Committee member or (b) be an "affiliated person" (i.e., control, be controlled by, or under common control with, the Company or any of its subsidiaries)).

All Committee members shall be financially literate, or shall become financially literate within a reasonable period of time after appointment to this Committee. The Board of the Company has determined in the exercise of its business judgment that financial literacy means being able to read and understand fundamental financial statements. At least one member of this Committee shall have accounting or related financial management expertise as determined by the Board of Directors in the exercise of its business judgment. Factors to be considered in evaluating financial management expertise may include but shall not be limited to (i) past employment experience in finance or accounting, (ii) requisite professional certification in accounting, or (iii) any other comparable experience or background which results in financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The Company shall take reasonable steps to ensure that at least one member of this Committee is an "audit committee financial expert", as defined by the rules of the Commission under the Exchange Act. The designation of any member of this Committee as an "audit committee financial expert" does not: (i) impose on such person any duties, obligations or liabilities that are greater than the duties, obligations and liabilities imposed on any member of the Committee not so designated; (ii) deem such person an "expert" for any purpose, including without limitation for purposes of the Securities Act of 1933, as amended; or (iii) affect the duties, obligations or liabilities of any other member of the Committee or the Board.

Committee members may serve on the audit committees of more than two other public companies only if the Board of Directors has determined that such service would not impair the member's ability to effectively serve on this Committee and such service is disclosed in the Company's annual proxy statement.

A Director may be removed from this Committee by the Board, with or without cause. A Director may resign as a member of the Committee upon notice to the Secretary of the Company and the Chairperson of the Board.

The Board shall appoint the Chairperson of this Committee at its first meeting after each annual meeting of the Shareholders.

MEETINGS OF THIS COMMITTEE

This Committee shall meet at least quarterly, or more frequently as circumstances dictate. Fifty percent of the members of this Committee at the time in office shall constitute a quorum for the transaction of business. This Committee shall act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. This Committee may act without a meeting by unanimous written consent of all members. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

RESPONSIBILITIES OF THIS COMMITTEE

In the performance of its oversight functions, this Committee shall:

1. Oversight of Financial Statement and Disclosure Matters

- a. Meet with the registered public accountant to review the planning of the audit, including the scope, staffing, location, reliance on management and internal audit participation, and general audit approach.
- b. Review and discuss with management and the registered public accountant:
 - the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K;
 - the Company's quarterly financial statements, including the results of the registered public accountant's review of the quarterly financial statements;
 - accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles;
 - the adequacy and the effectiveness of the systems of internal control over financial reporting (including any significant deficiencies and material weaknesses as well as significant changes in internal control over financial reporting reported to the Committee by the registered public accountant or management) and disclosure controls and procedures;
 - any analysis prepared by management and/or the registered public accountant setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements including analyses of the effect of alternative generally accepted accounting principles methods on the financial statements;
 - the effect of regulatory and accounting initiatives as well as off-balance sheet structures with which the Company is involved;
 - the Company's earnings press releases, including the use of "non-GAAP financial measures," as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be conducted generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and need not be done in advance of each earnings release or statement of guidance; and
 - the Company's major risk exposures and the policies management has implemented to monitor and control such exposures, including the Company's financial risk exposures and risk management policies.
- c. Review and discuss with the registered public accountant:
 - All critical accounting policies and practices to be used.

- All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the registered public accountant. If appropriate address:
 - significant accounting adjustments noted as proposed by the registered public accountant but not adopted due to materiality or otherwise, and
 - communications between the audit team and its national office respecting audit or accounting issues presented by the engagement.
 - Other material written communications between the registered public accountant and management, such as any management or “internal control” letter or schedule of unadjusted differences.
 - The matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- d. Receive and address disclosures made to this Committee by the Company’s Chief Executive Officer and its Senior Vice President and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, involving management or other employees who have a significant role in the Company’s internal control over financial reporting.

2. Oversight of the Company’s Relationship with its Registered Public Accountant

- a. Have the sole authority to appoint and replace the registered public accountant.
- b. Be directly responsible for the compensation, evaluation and oversight of the work of the registered public accountant (including resolution of disagreements between management and the registered public accountant regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The registered public accountant reports directly to this Committee.
- c. Pre-approve all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its registered public accountant, subject to the *de minimis* exceptions for permitted non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by this Committee prior to the completion of the audit. This Committee may delegate authority to one or more members for the purpose of granting pre-approvals of audit and permitted non-audit services, provided that delegated decisions to grant pre-approvals shall be presented to the Committee at its next scheduled meeting.
- d. Confirm that the registered public accountant is registered with the Public Company Accounting Oversight Board.

- e. Obtain and review a report from the registered public accountant at least annually regarding (i) the registered public accountant's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues, and (iv) the independence of the independent registered public accountant, including all relationships between the registered public accountant and the Company.
- f. Evaluate the qualifications, performance and independence of the registered public accountant, including evaluating the lead partner of the registered public accountant, confirming the compensation structure of the registered public accountant, taking into account the aforementioned report, considering whether the registered public accountant's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the registered public accountant's independence, and taking into account the opinions of management and internal auditors. Confirm that the lead audit partner having primary responsibility for the audit and the concurring audit partner responsible for reviewing the audit are rotated at least every five years or more frequently if required by law, and that other audit partners are rotated at least every seven years or more frequently if required by law. Consider whether, in order to assure continuing independence of the registered public accountant, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis. This Committee shall present its conclusions with respect to the registered public accountant to the Board.
- g. Establish policies for the Company's hiring of employees or former employees of the registered public accountant who participated in any capacity in the audit of the Company.

3. Oversight of the Company's Internal Audit Function

- a. Oversee the internal audit function. In this role, this Committee shall work closely with the Company's Chief Risk Officer who shall report directly to the Committee and have primary responsibility for the appointment and replacement of internal auditing firms, including reviewing performance.
- b. Discuss with the registered public accountant and management (including, for the avoidance of doubt, the Chief Risk Officer) the designated internal auditor's responsibilities, the adequacy of its budget, the quality of its staffing and performance and any recommended changes in the planned scope of the internal audit.
- c. Review the significant reports to management prepared by the internal audit function and management's responses.
- d. Discuss with the Chief Risk Officer and the designated internal auditor the adequacy of the Company's internal control function.

4. Compliance Oversight

- a. Obtain from the registered public accountant assurance that it is not required to make a report under Section 10A(b) of the Exchange Act (which requires the registered public accountant to inform this Committee if the registered public accountant detects or

becomes aware of illegal acts and to provide a report to this Committee if it has reached specific conclusions with respect to such illegal acts).

- b. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics and safety program. Obtain assurance from management, the Company's internal audit function and the registered public accountant that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics.
- c. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- d. Discuss with management and the registered public accountant any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the Company's financial statements or accounting policies.
- e. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
- f. Review any items brought directly to this Committee's attention by management, the law department, the registered public accountants or the internal audit function or such other related matters as this Committee, in its own discretion, determines to be appropriate in the circumstances.
- g. Receive reports of the Corporate Risk Committee and address such matters as this Committee may deem appropriate.

5. Administrative Matters

- a. Annually review this Committee's own performance.
- b. Review this Charter, recommend to the Board any material changes to the Committee's responsibilities under this Charter, and adopt any other revisions to this Charter.
- c. Prepare this Committee's report for the annual proxy statement.
- d. Through its Chairperson, make regular reports to the Board.
- e. This Committee shall meet periodically with management, including the General Counsel, the internal auditors and the registered public accountant, both with management present and in separate executive sessions.

COMMITTEE POWERS

The Committee shall have the following powers:

1. To engage accounting or other advisors (including independent counsel) and to have direct access to all such advisors without the presence of any officer of the Company.
2. To interview and meet with any employee of the Company without the presence of any officer of the Company.
3. To investigate any matter brought to its attention within the scope of its duties.
4. To form and delegate authority to subcommittees and to delegate authority to one or more of the members.
5. Such other powers as may be necessary to fulfill its purposes.

AUDIT COMMITTEE

POLICY REGARDING SERVICES OF REGISTERED PUBLIC ACCOUNTANT (per Section 2.c. of Charter)

(Adopted by the on Committee May 16, 2002, revised January 13, 2004, December 6, 2005 and December 4, 2007)

The Company will not retain its registered public accountant to perform any service which may have the effect of jeopardizing the registered public accountant's independence. Without limiting the foregoing, the registered public accountant shall not be retained to perform the following:

- Bookkeeping or other services related to the accounting records or financial statements
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit
- Prohibited tax services

All audit and permitted non-audit services shall be pre-approved by this Committee. This Committee delegates specific pre-approval authority with respect to permitted non-audit services to the Chairperson of the Audit Committee but only where pre-approval is required to be acted upon prior to the next Audit Committee meeting and where the aggregate permitted non-audit services fees will be less than \$75,000. The Audit Committee encourages management to seek pre-approval from the Audit Committee at its regularly scheduled meetings.

AUDIT COMMITTEE

POLICY REGARDING HIRING FORMER EMPLOYEES OF REGISTERED PUBLIC ACCOUNTANT (per Section 2.g. of Charter)

(Adopted by this Committee on March 13, 2002, revised January 13, 2004, December 5, 2006 and December 4, 2007)

The hiring of an individual employed (or formerly employed) by the Company's registered public accountant must be approved by the Company's Chief Executive Officer. In making any determination to hire any individual employed (or formerly employed) by the Company's registered public accountant, the Chief Executive Officer shall make an assessment that hiring such individual will not adversely affect the independence of the registered public accountant, and that such hire will not otherwise violate the law. As of the date of the most recent revision to this Policy, Commission rules provide that employment by the Company in an "accounting role" (a person who is in a position to, or does, exercise more than a minimal influence over accounting records or anyone who prepares accounting records) or a "financial oversight role" (a person who is in a position to, or does, exercise influence over contents of the financial statements or who prepares financial statements, such as a member of the board of directors, the chief executive officer, president, chief financial officer, chief operating officer, general counsel, chief accounting officer, controller, director of internal audit, director of financial reporting, treasurer or equivalent position) of a former partner, principal, shareholder or professional employee of the registered public accountant may, under certain circumstances, cause a registered public accountant not to be independent. The Chief Executive Officer shall consult with the Chairperson of the Audit Committee as he deems necessary or appropriate. The Audit Committee shall be advised at its next meeting of the hiring of any such individual.

AUDIT COMMITTEE

POLICY RELATING TO SERVICES OF DESIGNATED INTERNAL AUDITOR

(Adopted by this Committee on July 18, 2002, revised January 13, 2004 and December 4, 2007)

All internal audit and non-audit consulting services to be performed by the designated third party provider of internal audit services (currently KPMG) shall be pre-approved by this Committee. This Committee delegates specific pre-approval authority to the Chairperson of the Audit Committee but only where pre-approval is required to be acted upon prior to the next Audit Committee meeting and where the aggregate permitted fees will be less than \$75,000. The Audit Committee encourages management to seek pre-approval from the Audit Committee at its regularly scheduled meetings.

AUDIT COMMITTEE

POLICIES AND PROCEDURES REGARDING COMPLAINTS ABOUT ACCOUNTING, INTERNAL ACCOUNTING CONTROLS AND AUDITING MATTERS

(Adopted by the Committee on January 13, 2004, revised December 4, 2007 and December 2, 2008)

Complaints regarding the Company's accounting, internal accounting controls or auditing matters may be submitted anonymously or otherwise through the Company's telephone hotline (1-800-242-3109). Such complaints may also be made via any of the other reporting mechanisms under the Company's Code of Business Conduct and Ethics, including reporting to one's supervisor, to the Law Department or to the Human Resources Department. Regardless of point of in-take, or actual substance, all such complaints will be automatically directed to the designated internal auditor, the Senior Vice President, General Counsel and Secretary, the Vice President and Chief Human Resources Officer and the Chief Risk Officer. The designated internal auditor is charged with reviewing all reports made through the Company's telephone hotline or otherwise, and identifying, investigating (subject to the oversight of the Audit Committee) and reporting to the Audit Committee, all complaints regarding accounting, internal accounting controls or auditing matters.