

Corporate Governance Statement

Tamboran Resources Corporation (**Tamboran** or the **Company**) (ASX:TBN) and its Board of Directors (**Board**) are committed to having the highest standards of ethical behaviour and an effective system of corporate governance for the Company, commensurate with its size and scope of operations.

In accordance with ASX Listing Rule 4.10.3, set out below are the ASX Corporate Governance Council's eight Corporate Governance Principles and Recommendations, 4th Edition (**ASX Governance Recommendations**) and how the Board has applied each principle and the recommendations.

The Company is fully supportive of the “if not, why not” disclosure-based approach to governance adopted by the ASX Governance Recommendations. It also supports the recognition within the ASX Governance Recommendations that there is no single model of corporate governance, and that good corporate governance practice is not restricted to adopting the recommendations contained in the ASX Governance Recommendations. Where the Company’s practices depart from a recommendation, the Board has disclosed the departure along with reasons for adoption of its own practices.

Currency of this Statement

The Corporate Governance Statement is accurate and up to date as at 7 December 2023 and has been approved by the Board.

Corporate Governance Council recommendation		Compliance (Yes/No)	Compliance by Tamboran Resources Corporation
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and	Yes	The Board operates in accordance with the Board Charter, which is available on the Company’s website. In carrying out its responsibilities, the Board will at all times recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with the duties and obligations imposed upon it by the Company’s constitution and the law. Among other things, the Board has specific responsibility for:

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	<p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>(a) ensuring Tamboran is properly managed by overseeing the appointment, retention, succession and where appropriate the removal of the Managing Director, the Company Secretary and senior management;</p> <p>(b) implementing and monitoring all capital budgets and annual financial budgets;</p> <p>(c) monitoring the financial performance of the Company;</p> <p>(d) approving and monitoring financial and other reporting, including the annual and half yearly financial reports and liaising with the Company auditors;</p> <p>(e) reviewing procedures and practices employed in relation to health, safety, sustainability and the environment and to assess their adequacy;</p> <p>(f) setting the risk appetite within which it expects management to operate and satisfying itself that the Company has an appropriate risk management framework in place;</p> <p>(g) monitoring continuous disclosure policy and procedures; and</p> <p>(h) conducting regular reviews of the Company's corporate governance policies particularly policies that must change as a result of the growth of the Company.</p> <p>The Board must convene regular meetings with such frequency as is sufficient to appropriately discharge its duties and responsibilities. The Board may establish committees to assist it in carrying out its responsibilities, consisting of such members to fulfil those responsibilities. The Board shall adopt charters setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters the Board may consider appropriate.</p> <p>The Managing Director is responsible for managing the day-to-day affairs of the Company under the delegated authority from the Board and to implement the policies and strategy set by the Board. The Managing Director is responsible for delivering timely and accurate information to the Board. The role of senior management is to support the Managing Director. Management is required to report directly to the Managing Director, however if the matter concerns the Managing Director, then management is required to report to the Chairman.</p>

Corporate Governance Council recommendation		Compliance (Yes/No)	Compliance by Tamboran Resources Corporation
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>Prior to the appointment of Directors and senior executives, appropriate checks are undertaken into a candidate's character, experience, education, criminal record, drug and alcohol history and bankruptcy history.</p> <p>Relevant details in respect of each Director standing for election or re-election by shareholders are contained within the explanatory notes of the Notice of Annual General Meeting.</p> <p>Director and senior executive biographies are provided in the Annual Report.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Each Director and every senior executive has a written agreement setting out the terms of their appointment or employment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is accountable to the Board, through the Chairman, on relevant matters relating to the proper functioning of the Board.
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the</p>	Yes	<p>The Board has adopted a Diversity Policy, which is available on the Company's website.</p> <p>The Diversity Policy sets out the positive steps taken by the Company to ensure that current and prospective employees are not discriminated against, either directly or indirectly, based on gender, marital or family status, sexual orientation, gender identity, age, race, disabilities, ethnicity, religion beliefs, socio-economic or culture background, perspective and experience.</p>

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<p>composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should</p>		

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	be to have not less than 30% of its directors of each gender within a specified period.		
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Board will, with the advice and assistance of the Nomination and Governance Committee, review and evaluate the performance of the Board, each Board committee and each individual Director against the relevant charters, corporate governance policies, and agreed goals and objectives. The Board, with assistance of the Nomination and Governance Committee will conduct these evaluations every one to two years. The requirement for these evaluations is set out in the Board Charter, and Nomination and Corporate Governance Charter. A number of reviews of the Board, Committees and each Director were undertaken in FY2021 as the Board prepared to undertake an initial public offer on the Australian Securities Exchange. Further reviews of the Board's needs, composition and performance were conducted in during FY2022 and FY2023, in relation to its expanding operations.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>Compensation related performance reviews for the Managing Director and senior management take place at least annually. The Remuneration Committee has accountability in its charter to oversee these reviews and report to the Board on their outcomes. Disclosures in the remuneration section of the Directors Report in the Company's Annual Report are made in relation to each reporting period as to the performance evaluations that were undertaken and the process that was followed.</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience,</p>	Yes
		<p>The Board has an established Nomination and Governance Committee. The charter for the Nomination and Governance Committee is available on the Company's website. The current members of the Nomination and Governance Committee are:</p> <ul style="list-style-type: none"> • Fred Barrett (Chairman, independent, non-executive director); • Andrew Robb (independent, non-executive director); and • John Bell (not independent, non-executive director). <p>The Nomination and Governance Committee held two meetings during FY2023, which all members elected at the relevant time attended.</p>

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	independence and diversity to enable it to discharge its duties and responsibilities effectively.		
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	The Board has been structured to ensure that it has the necessary skills and expertise, considering the circumstances of the Company, and can effectively represent stakeholder interests. The overall skills and expertise of Tamboran's Board of Directors encompasses oil and gas, health, safety, environment and sustainability, geology, engineering, corporate finance, legal, investor relations, financial literacy, risk management, capital and public markets, commercial marketing, M&A, and regulatory. The Board as presently constituted provides an effective mixture and balance of skills and expertise in order to achieve the Company's strategic objectives.
2.3	A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and 	Yes	<p>In determining whether a director is "independent", the Board has adopted the definition of this word in the ASX Governance Recommendations. Consequently, a director will be considered "independent" if that director is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole. The Board will consider the materiality of any given relationship on a case-by-case basis, with the Board Charter to assist in this regard.</p> <p>The Board considers that Dick Stoneburner, Fred Barrett, Patrick Elliot, Andrew Robb, David Siegel and Ryan Dalton are independent Directors, free from any business or any other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of those Directors' judgement and each is able to fulfil the role of an independent director as recommended in the ASX Governance Recommendations.</p>

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	(c) the length of service of each director.		<p>John Bell is not considered to be independent as he is an executive of Helmerick & Payne, with which the Company has significant dealings. Biographical information and the length of service in respect of each Director is set out in the Company's Annual Report and the Scheme Booklet dated 27 October 2023.</p> <p>As at 7 December 2023, the Board was comprised of nine directors; one director is an executive, six directors are independent and two directors are currently considered not to be independent. Therefore, a majority of the Board is considered independent.</p> <p>The Company considers that the composition of the Board is appropriate given the size and specialist nature of the Company's business.</p> <p>The Chairman is an independent director and facilitates the effective contribution of all directors at Board meetings. The roles of Chair and Managing Director are exercised by different individuals.</p> <p>Under the constitution of the Company, the Directors, other than the Managing Director, are obliged to present one third of themselves for retirement and potential re-election at each annual general meeting of the Company.</p>
2.4	A majority of the board of a listed entity should be independent directors.	Yes	A majority of the members of the Board are considered to be Independent Directors where an Independent Director is a Non-Executive Director who meets the criteria for independence included in the ASX Corporate Governance Council Principles and Recommendations.
2.5	The chair of the board of a listed entity should be an independent director and, in particular,	Yes	The Board considers that the Chair of the Board, Richard Stoneburner, is an independent Director, free from any business or any other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of his judgement and each is able to fulfil the role of an

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	should not be the same person as the CEO of the entity.		independent director and Chair as recommended in the ASX Governance Recommendations.
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	All non-executive directors have had an induction into the business of the Company prior to accepting their appointment and have received continuing information on the Company and its operations since being appointed. For new directors, the induction process included presentations by management and correspondence with existing directors. Directors are also given access to continuing education in relation to the Company extending to its business, the industry in which it operates, and other information required by them to discharge the responsibilities of their office.

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should articulate and disclose its values.	<p>Yes</p> <p>In addition to overseeing the performance and operations of the Company, the Board is responsible for setting the core values of the Company. These values underpin the Company's culture and inform the behaviours and decision making of all employees. Our core values are leadership, sustainability, integrity, diversity and inclusion, courage, and commitment. These values underpin everything that we do and are central to our Code of Conduct.</p> <p>Material breaches of the Anti-Bribery and Corruption Policy, Code of Conduct, Securities Trading Policy and Whistleblower Protection Policy are reported to the Board and/or subcommittees, as appropriate. This assists to inform the Board about the ongoing values and culture of the company and breaches are regarded seriously and may lead to disciplinary action, including dismissal.</p> <p>The Company's core values are put into action in our six-pillar sustainability model:</p> <ul style="list-style-type: none"> • We put the health and safety of our people, contractors and community first • We play an effective role in the transition to a lower carbon economy • We meet or exceed environment performance requirements • We attract, develop and retain a diverse, inclusive and competent workforce • We partner with our local and host communities to share value • We generate economic growth and value for our investors, employees, customers and communities through sustainable production of affordable gas resources and distribution to multiple markets <p>The Sustainability Plan can be found in the Sustainability section of the Company's website.</p>

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3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company has adopted a Code of Conduct reflecting its values and culture and is designed to ensure that the Directors, senior executives, employees and the Company act ethically and responsibly, bearing in mind the Directors' duties under the Corporations Act and the interest of the Company's shareholders and stakeholders.</p> <p>The Code of Conduct is available on the Company's website.</p>
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company maintains a Whistleblower Protection Policy reflecting its commitment to maintaining an open working environment in which employees feel safe to raise issues of unethical, unlawful or unacceptable conduct without fear of any retaliatory action.</p> <p>The Whistleblower Protection Policy is available on the Company's website.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company has zero tolerance to bribery and corruption and has adopted an Anti-Bribery and Corruption Policy to promote the highest standard of ethical culture and compliance with all relevant legislation.</p> <p>The Anti-Bribery and Corruption Policy is available on the Company's website.</p>

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it</p>	Yes	<p>The Board has established a combined Audit and Risk Management Committee. The charter for the Audit and Risk Management Committee is available on the Company's website. The current members of the Audit and Risk Management Committee are:</p> <ul style="list-style-type: none"> • Patrick Elliott (Chairman, independent, non-executive director); • David Siegel (independent, non-executive director); and • Andrew Robb (independent, non-executive director). <p>The Company considers that the commercial, accounting and finance expertise offered by these directors is valuable to the Audit and Risk Management Committee. The majority of the Audit and Risk Management Committee members are considered independent, including the Chairman of the Committee. The Audit and Risk Management Committee held two meetings during FY2023, which all members elected at that time attended.</p> <p>The Audit and Risk Management Committee is responsible for making recommendations to the Board on the appointment, remuneration, effectiveness and independence of the external auditor. The performance of the external auditor is reviewed regularly. Ernst & Young (EY) is the current Company's external auditor. It is EY's policy to rotate audit engagement partners on listed companies at least every five years. An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the 2023 financial statements. It is the policy of the external auditors to provide an annual declaration of their independence to the Audit and Risk Management Committee. The Company's external auditor will attend the AGM and make themselves available to answer questions from shareholders relevant to the conduct of the audit and the preparation and content of the audit report.</p>

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	employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	Prior to approving the Company's financial statements, the Board receives from the CEO and the CFO written declarations concerning the Company's financial statements required by the Corporations Act as set out in the Directors' Declaration in the Company's Annual Report. In respect of the financial statements for each financial year, the Board also receives from the CEO and the CFO written declarations that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	<p>The Company is committed to providing clear, concise and factual disclosure of material information to all investors in its corporate reports. The Company has adopted a process for the preparation, verification and approval of corporate reports to check the accuracy of those reports.</p> <p>Information published in the Company's periodic corporate reports which have not been externally audited are verified by senior management and if required, approved by the Board prior to release to the market.</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	The Board has established a written Disclosure Policy and Shareholder Communication Policy to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability for compliance. The Disclosure Policy and Shareholder Communication Policy are available on the Company's website.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company ensures that its Board receives copies of all material market announcements promptly after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Where the Company gives a new and substantive investor or analyst presentation it will release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>The Directors aims to provide shareholders with comprehensive and timely access to Company documents and releases through the investor relations section of the Company's website: www.tamboran.com.</p> <p>The Company's website contains information about Tamboran, including annual reports, quarterly and half yearly reports, ASX announcements, market releases and related information.</p>

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			Relevant information relating to the Company's governance practices and policies are also available on its website
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has an investor relations program to facilitate effective two-way communication with investors.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Board has adopted the Shareholder Communication Policy and provides shareholders with opportunities to have questions addressed at shareholder meetings.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. The avenues available to shareholders to participate include the Proxy Form and questions at the appropriate time during the course of security holder meetings.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Tamboran continues to embrace technology in making information and participation easier, more accessible and transparent. This includes using the technology developed by our registrar to facilitate email communication as well as online voting for general meetings of the Company. In particular, all shareholders have the option to receive communications from, and send communications to, the Company and its security registry electronically.
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should:	Yes	The Board is responsible for satisfying itself that management has developed and implemented a sound system of risk management and internal control.

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	<p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>The Board has delegated responsibility for reviewing and monitoring the effectiveness of Tamboran's risk management framework to the Audit and Risk Management Committee.</p> <p>The charter for the Audit and Risk Management Committee is available on the Company's website. The current members of the Audit and Risk Management Committee are:</p> <ul style="list-style-type: none"> • Patrick Elliott (Chairman, independent, non-executive director); • David Siegel (independent, non-executive director); and • Andrew Robb (independent, non-executive director).
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself</p>	Yes	A review of the risk management statement has been carried out by the Audit and Risk Management Committee during this financial year.

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	<p>that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>		
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	Yes	<p>The Company does not have an internal audit function due to its current size.</p> <p>The Audit and Risk Management Committee monitors the need for an internal audit function. The Company's management periodically undertakes an internal review of financial systems and processes and where systems are considered to require improvement, these systems are developed. The Company's external auditor is consulted for advice by the Audit and Risk Management Committee. At this stage the Company's operational and financial functions are not complex, and all expenditure authorisations are undertaken in accordance with a comprehensive matrix of delegated authority.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>As an unconventional gas exploration company, Tamboran faces inherent risks in its activities, including operational, economic, environmental, social sustainability and regulatory risks which may have a material impact on the Company's ability to create value for its shareholders. The Board regularly monitors the operational and financial performance of the Company's activities. It monitors and receives advice on areas of operation and financial risks and considers strategies for appropriate risk management. All operational and financial strategies adopted are aimed at</p>

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		<p>responsibly improving the value of the Company's shares. However, the Directors recognise that natural resource exploration and evaluation is inherently risky.</p> <p>Climate change and greenhouse gas risks are assessed in the same way as other financial risks. As part of Tamboran's climate change risk review, we begin by assessing any changes in our own operating environment. This includes legislative and regulatory changes in Australia or the Northern Territory; new investor expectations or reporting recommendations, industry led commitments, emerging stakeholder concerns, and technological advancements.</p> <p>We then consider if the likelihood or impact of our climate risks have changed, or if there are new risks to evaluate. Finally, we review our controls to assess whether they are effectively managing the risks and if we need to implement additional controls.</p> <p>Further details of the Company's principal risks and uncertainties can be found in the Operating and Financial Review section of the 2023 Annual Report.</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and</p>	Yes	<p>The Board has formed a Remuneration Committee. The current members of the Remuneration Committee are:</p> <ul style="list-style-type: none"> • David Siegel (Chairman, independent, non-executive director); • John Bell (non-independent, non-executive director); and • Fred Barrett (independent, non-executive director). <p>The Remuneration Committee held two meetings during FY2023, which all members elected at that time attended.</p> <p>The charter for the Remuneration Committee is available on the Company's website.</p>

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	ensuring that such remuneration is appropriate and not excessive.		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The structure of Non-Executive Directors' remuneration is distinguished from that of executives. Remuneration for Non-Executive Directors is fixed. Neither the Non-Executive Directors nor the Executives of the Company receive any retirement benefits, other than superannuation. The Managing Director is employed pursuant to an employment agreement. A summary of the Managing Director's employment agreement is set out in the remuneration section of the Directors report in the Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. 	Yes	<p>The Company has adopted a Securities Trading Policy for directors and senior management, which is appropriate for a Company whose shares are trading on the ASX, and the Company will take all reasonable steps to ensure compliance by these individuals. The Company's Securities Trading Policy specifically prohibits Directors and senior management from engaging in short-term trading in the Company's securities.</p> <p>The Securities Trading Policy is summarised as follows:</p> <ul style="list-style-type: none"> • Consistent with the legal prohibitions on insider trading contained in the Corporations Act 2001 (Cth), all directors and senior management are prohibited from dealing in the Company's securities while in possession of Inside Information; • Inside Information is information that is not generally available to the public and, if it were generally available, a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Corporate Governance Council recommendation		Compliance (Yes/No)	Compliance by Tamboran Resources Corporation
			<p>Any director or senior management, whilst in possession of Inside Information, is subject to three restrictions:</p> <ol style="list-style-type: none"> 1. they must not deal in Tamboran securities at any time; 2. they must not procure anyone else to deal in Tamboran securities in any way; and 3. they must not pass one any Inside Information to another person for that person's own personal gain by dealing in Tamboran securities in any way. <p>Directors and senior management are required to seek approval from a defined Authorising Officer (which cannot be themselves) and confirm they are not in possession of any Inside Information, prior to dealing in the Company's securities. If a director or senior management is considered to possess Inside Information, they will be precluded from making a security transaction until one trading day after the time of public release of that information. The Securities Trading Policy is available on the Company's website.</p>
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable.	

Corporate Governance Council recommendation		Compliance (Yes/No)	Compliance by Tamboran Resources Corporation
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Yes	The Company will ensure that meetings of stockholders are held at a reasonable time and place, and will utilise available technologies to facilitate participation by stockholders in various jurisdictions.
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	The Company's external auditor will attend the Company's annual meeting and be available to answer questions from stockholders that are relevant to its audit.
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	Not applicable.	

Corporate Governance Council recommendation		Compliance (Yes/No)	Compliance by Tamboran Resources Corporation
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	Not applicable.	