

TAMBORAN RESOURCES CORPORATION

SPECIAL MEETING OF STOCKHOLDERS

June 16, 2024 at 8:00 P.M. (US Central Daylight Time) / Monday, June 17, 2024 at 11:00am (Australian Eastern Standard Time)

AGENDA

- A. Operator Introduction
- B. Welcome and Call to Order
- C. Delivery of Affidavit of Proper Notice of Mailing
- D. Appointment of Inspector of Election
- E. Chairman Declares Meeting to be Duly Convened
- F. Proposals

Item 1: Ratification of the issue of 180,588,881 CDIs (representing 902,945 underlying shares of common stock)

Item 2: Approval of the Company's 2024 Equity Award Plan

Item 3: Approval of the issue of up to 15,000,000 new shares of common stock pursuant to an underwritten registered public offering

Items 4-13: Approval of the issue of up to 594,000 new shares of common stock to Sheffield Holdings, LP, Mr. Bryan Sheffield, Mr. Ryan Dalton, Ms. Stephanie Reed, Mr. Fred Barrett, Mr. Patrick Elliott, Mr. Dick Stoneburner, Mr. David Siegel, Mr. Joel Riddle, Mr. Andrew Robb and Mr. John Bell

Item 14: Approval of the grant of restricted stock units to Mr. Joel Riddle

Item 15: Approval to increase the maximum aggregate annual cash fee pool for non-executive directors

Items 16-22: Approval of issue of securities to non-executive directors

Item 23: Approval of issue of securities to Mr. Dick Stoneburner

- G. Opening and Closing of Polls
- H. Inspector of Election's Report with Respect to Proposals
- I. Adjournment

CONDUCT OF MEETING GUIDELINES

Welcome to the Special Meeting of Stockholders (the "Meeting") of Tamboran Resources Corporation (the "Company"). This meeting is being held virtually via the internet.

We appreciate your interest and attendance today. Our goal today is to conduct an informative and constructive meeting. Dick Stoneburner, Non-Executive Director, will serve as Chairman of the Meeting. Unless otherwise indicated by the Chairman of the Meeting, the Meeting will be conducted in accordance with the following guidelines. Your cooperation in observing these guidelines will help achieve our goal today:

1. Only stockholders of record of the Company, or holders of valid proxies for stockholders of record, as of 8:00pm (US Central Daylight Time) on Friday, June 14, 2024 / 11:00am (Australian Eastern Standard Time) on Saturday, June 15, 2024, the record date for the Meeting, are entitled to vote at and participate in the Meeting via the virtual meeting room.
2. The matters to be considered at the Meeting are those set forth in the Notice of Special Meeting of Stockholders, dated June 6, 2023.
3. If you have already voted your shares by returning a proxy, you do not need to vote again at the Meeting. Stockholders who want to vote at the Meeting will be able to do so using the online ballot in the virtual meeting room.

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SPECIAL MEETING SCRIPT OF STOCKHOLDERS

TAMBORAN RESOURCES CORPORATION

Sunday, June 16, 2024 at 8:00pm (US Central Daylight Time) / Monday, June 17, 2024 at 11:00am
(Australian Eastern Standard Time)

A. Operator Introduction

BOARDROOM REPRESENTATIVE:

Good morning and welcome to the Tamboran Resources Corporation Special Meeting of Stockholders. I'd now like to turn the meeting over to Dick Stoneburner, Non-Executive Chairman. Please go ahead.

B. Welcome and Call to Order – Dick Stoneburner, Non-Executive Director

DICK STONEBURNER:

Good morning ladies and gentlemen. It is a pleasure to welcome you to this Special Meeting of Stockholders of Tamboran Resources Corporation. I am Dick Stoneburner, Non-Executive Chairman.

I firstly want to acknowledge the Traditional Owners of the land on which we work and operate. We recognise their continuing connection to land and pay our respects to their Elders – past, present and emerging.

With those introductory remarks complete, the Meeting will now come to order.

An agenda that outlines the order of business for the meeting has been made available through the online virtual meeting portal. The matters on which the stockholders are voting are to:

1. Ratify the issue of 180,588,881 CDIs (representing 902,945 underlying shares of common stock);
2. Approve the Company's 2024 Equity Award Plan;
3. Approve the issue of up to 15,000,000 new shares of common stock pursuant to an underwritten registered public offering;
4. Approve the issue of up to 594,000 new shares of common stock to Sheffield Holdings, LP, Mr. Bryan Sheffield, Mr. Ryan Dalton, Ms. Stephanie Reed, Mr. Fred Barrett, Mr. Patrick Elliott, Mr. Dick Stoneburner, Mr. David Siegel, Mr. Joel Riddle, Mr. Andrew Robb and Mr. John Bell;
5. Approve the grant of restricted stock units to Mr. Joel Riddle;
6. Approve the increase the maximum aggregate annual cash fee pool for non-executive directors;
7. Approve the issue of securities to non-executive directors; and
8. Approve the issue of securities to myself.

Given the format of this Special Meeting, management will not be entertaining questions at the end of the meeting. However, you are welcome to submit questions where indicated in the online portal and management will look to respond to your questions as appropriate at a later date.

I would like to begin the meeting by introducing the current members of the Company's board of directors who have dialed into the webcast. Joining me today are:

Ryan Dalton;

Stephanie Reed;

Fred Barrett;

Patrick Elliott;

David Siegel;

Joel Riddle;

Andrew Robb; and

John Bell

We also have members of the Company's executive management team in attendance.

C. Affidavit of Mailing

DICK STONEBURNER:

Rohan Vardaro, our Corporate Secretary will serve as Secretary of the Meeting and will record the proceedings, and I will serve as the Chair of the Meeting. At this time, I would like to ask Rohan if notice of this Special Meeting has been sent to all stockholders entitled to vote at this meeting.

ROHAN VARDARO:

Thank you and good morning. Yes, I have here an affidavit from an authorized representative of Boardroom Limited, duly signed, which states that on June 6, 2024 notice of the meeting was mailed to stockholders of record as of the close of business on June 6, 2024. Stockholders were provided electronic access to our proxy statement, proxy card, annual report and other material necessary to vote at this meeting, and could request hard copies of the documentation as outlined in our notice. This affidavit will be filed with the minutes of this meeting.

DICK STONEBURNER:

The affidavit is accepted. Rohan Vardaro will now discuss the procedures for transacting the business of the meeting.

ROHAN VARDARO:

This meeting is being hosted live via a virtual shareholder meeting room. A copy of the Agenda for the meeting is available through the online virtual meeting portal and the meeting will take place as described in the Agenda. Guidelines for the conduct of the meeting have also been made available through the online virtual meeting portal.

Any stockholder entitled to vote may vote while connected to the meeting room using the Vote Here tab through the virtual meeting portal. Any ballot not received when called for will not be counted. You will have an opportunity to vote when the polls are opened later in the meeting, although if you have already submitted your vote via proxy you need not vote again.

We will announce the initial results of the report of the inspectors of election when voting is complete.

D. Appointment of Inspector of Election

DICK STONEBURNER:

An authorized representative of Boardroom Limited is in attendance today and has been appointed to serve as the Inspector of Election for this Meeting. He has signed an oath to act as the inspector of election and this oath will be filed with the minutes of this meeting. The inspector has the registered stockholder list of the Company as of 8:00pm (US Central Daylight Time) on Friday, June 14, 2024 / 11:00am (Australian Eastern Standard Time) on Saturday, June 15, 2024, the record date for the meeting, which shows the registered stockholders and their respective

number of shares entitled to vote at this meeting. This list was made available for examination by stockholders at the Company's corporate offices and will be filed with the minutes of this meeting. Will the Secretary now report the number of shares, beneficial and registered, represented at this meeting?

E. Chairman Declares Meeting to be Duly Convened

ROHAN VARDARO:

Out of the total number of shares of common stock outstanding as of the record date and entitled to vote at this meeting, there are present or represented by proxy at least a majority of shares (including the underlying shares of Common Stock represented by CDIs), or approximately more than 50% of such shares.

DICK STONEBURNER:

A quorum is present at the meeting, so I declare the meeting duly and lawfully convened. The Meeting is now open and ready for business. Since no stockholder nominations or proposals were properly filed in advance of this meeting as provided for in the bylaws, the business of the meeting is limited to the 23 matters stated in the notice of meeting.

Compliance statement

Please feel free to read the compliance statement at your leisure.

F. Proposals

Item 1: Ratification of the issue of 180,588,881 CDIs (representing 902,945 underlying shares of common stock)

DICK STONEBURNER:

The first item of business is Item 1, the ratification of the issue of 180,588,881 CDIs (representing 902,945 underlying shares of common stock). The ratification is discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company recommends that stockholders vote "FOR" this Proposal.

Item 2: Approval of the Company's 2024 Equity Award Plan

DICK STONEBURNER:

The next item of business is Item 2, the approval of the Company's 2024 Equity Award Plan. The Company's 2024 Equity Award Plan is discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company recommends that stockholders vote "FOR" this Proposal.

Item 3: Approval of the issue of up to 15,000,000 new shares of common stock pursuant to an underwritten registered public offering

DICK STONEBURNER:

The next item of business is Item 3, the approval of the issue of up to 15,000,000 new shares of common stock pursuant to an underwritten registered public offering. The Company's underwritten registered public offering is discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company recommends that stockholders vote "FOR" this Proposal.

Items 4-13: Approval of the issue of up to 594,000 new shares of common stock to Sheffield Holdings, LP, Mr. Bryan Sheffield, Mr. Ryan Dalton, Ms. Stephanie Reed, Mr. Fred Barrett, Mr. Patrick Elliott, Mr. Dick Stoneburner, Mr. David Siegel, Mr. Joel Riddle, Mr. Andrew Robb and Mr. John Bell

DICK STONEBURNER:

As I have a direct interest in the next item of business to be put to the meeting, I will hand the Chair to Rohan Vardaro.

ROHAN VARDARO:

The next item of business is Items 4-13, the approval of the issue of up to 594,000 new shares of common stock to Sheffield Holdings, LP, Mr. Bryan Sheffield, Mr. Ryan Dalton, Ms. Stephanie Reed, Mr. Fred Barrett, Mr. Patrick Elliott, Mr. Dick Stoneburner, Mr. David Siegel, Mr. Joel Riddle, Mr. Andrew Robb and Mr. John Bell. The proposed issues are discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company recommends that stockholders vote "FOR" this Proposal, except where their personal interest in an Item causes them to abstain.

Item 14: Approval of the grant of restricted stock units to Mr. Joel Riddle

DICK STONEBURNER:

The next item of business is Item 14, the approval of the grant of restricted stock units to Mr. Joel Riddle. The proposed grant of restricted stock units is discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company, other than Mr. Joel Riddle who abstains, recommends that stockholders vote "FOR" this Proposal.

As I have a direct interest in the next three items of business to be put to the meeting, I will hand the Chair to Rohan Vardaro.

Item 15: Approval to increase the maximum aggregate annual cash fee pool for non-executive directors

ROHAN VARDARO:

The next item of business is Item 15, the approval of the increase to the maximum aggregate annual cash fee pool for non-executive directors. The proposed increase to the maximum aggregate annual cash fee pool for non-executive directors is discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company recommends that stockholders vote "FOR" this Proposal.

Items 16-22: Approval of issue of securities to non-executive directors

ROHAN VARDARO:

The next item of business is Items 16-22, the approval of the issue of securities to non-executive directors. The proposed issues are discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal, except where their personal interest in an Item causes them to abstain.

Item 23: Approval of issue of securities to Mr. Dick Stoneburner

ROHAN VARDARO:

The next item of business is Item 23, the approval of the issue of securities to Mr. Dick Stoneburner. The proposed issue of securities to Mr. Dick Stoneburner is discussed in the proxy statement that was made available to stockholders prior to the Special Meeting. The Board of Directors of the Company, other than Mr. Dick Stoneburner who abstains, recommends that stockholders vote “FOR” this Proposal.

G. Polls

DICK STONEBURNER:

If you are a holder of CDIs, in accordance with your voting instructions, you should have previously submitted your voting instructions to Boardroom Limited no later than 11:00am (Australia Eastern Standard Time) on June 15, 2024. I would again like to express my sincere appreciation to the stockholders who attended this Meeting and to those who submitted their proxies. I understand that the preliminary report of the inspector of election has been delivered to the Company. Inspector, will you please announce the results of the stockholder’s vote:

H. Inspector of Election’s Report with Respect to Proposals

DAVID PARKINSON, INSPECTOR OF ELECTION:

My preliminary report indicates that at least a majority of the outstanding shares present via the virtual meeting room or represented by proxy and entitled to vote voted in favor of Proposal Items 1 to 23.

DICK STONEBURNER:

I am pleased to announce the following based on the preliminary results: Since the number of votes in favor of approval of Proposal Items 1 to 23 represents more than a majority of the outstanding shares present via the virtual shareholder meeting room or represented by proxy and entitled to vote, I am pleased to announce that:

1. The issue of 180,588,881 CDIs (representing 902,945 underlying shares of common stock has been ratified;
2. The Company’s 2024 Equity Award Plan has been approved;

3. The issue of up to 15,000,000 new shares of common stock pursuant to an underwritten registered public offering has been approved;
4. The issue of up to 594,000 new shares of common stock to Sheffield Holdings, LP, Mr. Bryan Sheffield, Mr. Ryan Dalton, Ms. Stephanie Reed, Mr. Fred Barrett, Mr. Patrick Elliott, Mr. Dick Stoneburner, Mr. David Siegel, Mr. Joel Riddle, Mr. Andrew Robb and Mr. John Bell has been approved;
5. The grant of restricted stock units to Mr. Joel Riddle has been approved;
6. The increase the maximum aggregate annual cash fee pool for non-executive directors has been approved;
7. The issue of securities to non-executive directors has been approved; and
8. The issue of securities to myself has been approved.

I hereby request that the final report of the inspector of election be filed with the minutes of this meeting.

I. Adjournment of Formal Portion of Special Meeting

DICK STONEBURNER:

This concludes the formal matters to be acted upon at this Annual Meeting.

The results of the polling will be disclosed on the ASX later today.

Once again, I wish to thank you for your participation. Operator, you may now disconnect the meeting.

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