

**TAMBORAN RESOURCES CORPORATION**

**SPECIAL MEETING OF STOCKHOLDERS**

**Wednesday, July 16, 2025, at 5:00 p.m. (US Central Time) / Thursday, July 17, 2025 at 8:00 a.m. (Australian Eastern Daylight 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: Approval of the Company's May 2025 PIPE Financing and issuance of shares of Common Stock pursuant to the Company's May 2025 PIPE Financing*

*Item 2: Ratification and approval, for purposes of ASX Listing Rule 7.4 and for all other purposes, of the prior issue of 2,180,515 shares of Common Stock under Tranche 1 of the May 2025 PIPE Financing*

*Item 3: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 563,697 shares of Common Stock to Daly Waters Energy, LP under Tranche 2 of the May 2025 PIPE Financing*

*Item 4: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Mr. Richard Stoneburner under Tranche 2 of the May 2025 PIPE Financing*

*Item 5: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 8,456 shares of Common Stock to Mr. Fredrick Barrett under Tranche 2 of the May 2025 PIPE Financing*

*Item 6: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 10,000 shares of Common Stock to Mr. David Siegel under Tranche 2 of the May 2025 PIPE Financing*

*Item 7: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,000 shares of Common Stock to Mr. Ryan Dalton under Tranche 2 of the May 2025 PIPE Financing*

*Item 8: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Joel Riddle under Tranche 2 of the May 2025 PIPE Financing*

*Item 9: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Jeffrey Bellman under Tranche 2 of the May 2025 PIPE Financing*

*Item 10: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Ms. Sarah Pacheco under Tranche 2 of the May 2025 PIPE Financing*

*Item 11: Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issue of 336,662 shares of Common Stock to Non-Affiliated Investors under Tranche 2 of the May 2025 PIPE Financing*

*Item 12: Approval, for purposes of ASX Listing Rule 7.1, Section 312.03 of the NYSE Listed Company Manual and for all other purposes, of the issue of shares of Common Stock to Macquarie Bank Limited pursuant to the Facility Letter Agreement*

*Item 13: Approval of the issuance of shares of Common Stock to certain directors and officers of the Company pursuant to the Company's May 2025 PIPE Financing*

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, at the close of business on Thursday, June 12, 2025, the record date for the Meeting, are entitled to vote at and participate in the Meeting via the virtual meeting room.
2. All business to be conducted at the Meeting is determined in accordance with the procedures contained in the Company's Bylaws.
3. The matters to be considered at the Meeting are those set forth in the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 25, 2025.
4. Questions may be submitted in the text field provided in the web portal at any time during the Meeting. We will respond to appropriate questions during the Question and Answer period before the Meeting is adjourned.
5. We will allocate up to 15 minutes, as time permits, to the Question and Answer period.
6. In order to provide the opportunity to everyone who wishes to be heard, each stockholder will be limited to two questions or comments. When submitting a question, you must provide your name and organization (if applicable). We will only address questions from stockholders who provide their name and organization (if applicable). Questions should be succinct and only cover a single topic. Questions that cover more than one topic will be considered separate questions. We may answer substantially similar questions together in a single response.
7. The views, constructive comments and criticisms of stockholders are welcome, but the purposes of the Meeting will be observed and the Chairman will stop discussions that are:
  - irrelevant to the business of the Company or to the business of the Meeting;
  - related to material non-public information of the Company, including the status or results of our business since our last Annual Report on Form 10-K;
  - related to any pending, threatened or ongoing litigation;
  - related to personal grievances;
  - derogatory references to individuals or that are otherwise in bad taste;
  - substantially repetitious of questions already made by another stockholder;

- in excess of the two-question limit;
  - in furtherance of the stockholder's personal or business interests; or
  - out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chairman of the Board or the Secretary in their reasonable judgment.
8. 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**

**Wednesday, July 16, 2025, at 5:00 p.m. (US Central Time) / Thursday, July 17, 2025 at 8:00 a.m. (Australian Eastern Daylight Time)**

#### **A. Operator Introduction**

##### **BROADRIDGE 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. You are cordially invited to virtually attend the Special Meeting for the purpose of considering and voting upon the following proposals (collectively, the "Proposals"):

1. Approval of the Company's May 2025 PIPE Financing and issuance of shares of Common Stock pursuant to the Company's May 2025 PIPE Financing
2. Ratification and approval, for purposes of ASX Listing Rule 7.4 and for all other purposes, of the prior issue of 2,180,515 shares of Common Stock under Tranche 1 of the May 2025 PIPE Financing
3. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 563,697 shares of Common Stock to Daly Waters Energy, LP under Tranche 2 of the May 2025 PIPE Financing
4. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Mr. Richard Stoneburner under Tranche 2 of the May 2025 PIPE Financing
5. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 8,456 shares of Common Stock to Mr. Fredrick Barrett under Tranche 2 of the May 2025 PIPE Financing
6. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 10,000 shares of Common Stock to Mr. David Siegel under Tranche 2 of the May 2025 PIPE Financing
7. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,000 shares of Common Stock to Mr. Ryan Dalton under Tranche 2 of the May 2025 PIPE Financing

8. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Joel Riddle under Tranche 2 of the May 2025 PIPE Financing
9. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Jeffrey Bellman under Tranche 2 of the May 2025 PIPE Financing
10. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Ms. Sarah Pacheco under Tranche 2 of the May 2025 PIPE Financing
11. Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issue of 336,662 shares of Common Stock to Non-Affiliated Investors under Tranche 2 of the May 2025 PIPE Financing
12. Approval, for purposes of ASX Listing Rule 7.1, Section 312.03 of the NYSE Listed Company Manual and for all other purposes, of the issue of shares of Common Stock to Macquarie Bank Limited pursuant to the Facility Letter Agreement
13. Approval of the issuance of shares of Common Stock to certain directors and officers of the Company pursuant to the Company's May 2025 PIPE Financing

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:

Joel Riddle;  
Ryan Dalton;  
Fred Barrett;  
Patrick Elliott;  
David Siegel;  
Andrew Robb;  
John Bell; and  
Jeffrey Bellman

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

Holders of Common Stock are welcome to submit questions where indicated in the online portal and management will look to respond to your questions as appropriate or at a later date.

I will also ask the Company Secretary to read out any questions received.

**[Chairman to allow time for Q&A – Rohan to read out written questions from Common Stockholders in the online portal]**

Thank you. If no further questions, we will now move to the Resolutions to be considered at this Meeting as set out in the Notice of Meeting.

### **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 proxy materials of this Special Meeting have 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 Broadridge Financial Solutions, Inc., duly signed, which states that on June 24, 2025 proxy materials were mailed to stockholders of record at the close of business on June 12, 2025. Stockholders were provided electronic access to our proxy statement, proxy card, 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 stockholder 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.

### **C. Appointment of Inspector of Election**

#### **DICK STONEBURNER:**

An authorized representative of American Election Services, LLC 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 at the close of business on Thursday, June 12, 2025, 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?

**D. 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 not less than a majority in voting power of the outstanding shares of common stock entitled to vote at this Special Meeting.

**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 thirteen matters stated in the proxy materials.

**Compliance statement**

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

**E. Proposals**

**Item 1: Approval of the Company's May 2025 PIPE Financing and issuance of shares of Common Stock pursuant to the Company's May 2025 PIPE Financing**

**DICK STONEBURNER:**

The first item of business is Item 1, the approval of the Company's May 2025 PIPE Financing and issuance of shares of Common Stock pursuant to the Company's May 2025 PIPE Financing. The election 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: Ratification and approval, for purposes of ASX Listing Rule 7.4 and for all other purposes, of the prior issue of 2,180,515 shares of Common Stock under Tranche 1 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 2, the ratification and approval, for purposes of ASX Listing Rule 7.4 and for all other purposes, of the prior issue of 2,180,515 shares of Common Stock under Tranche 1 of the May 2025 PIPE Financing. The Board of Directors of the Company unanimously recommends that stockholders vote "FOR" this Proposal.

**Item 3: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 563,697 shares of Common Stock to Daly Waters Energy, LP under Tranche 2 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 3, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 563,697 shares of Common Stock to Daly Waters Energy, LP under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Items 4: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Mr. Richard Stoneburner under Tranche 2 of the May 2025 PIPE Financing**

**ROHAN VARDARO:**

The next item of business is Item 4, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Mr. Richard Stoneburner under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 5: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 8,456 shares of Common Stock to Mr. Fredrick Barrett under Tranche 2 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 5, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 8,456 shares of Common Stock to Mr. Fredrick Barrett under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 6: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 10,000 shares of Common Stock to Mr. David Siegel under Tranche 2 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 6, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 10,000 shares of Common Stock to Mr. David Siegel under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 7: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,000 shares of Common Stock to Mr. Ryan Dalton under Tranche 2 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 7, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,000 shares of Common Stock to Mr. Ryan Dalton under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 8: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Joel Riddle under Tranche 2 of the May 2025 PIPE Financing**



**DICK STONEBURNER:**

The next item of business is Item 8, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Joel Riddle under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 9: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Jeffrey Bellman under Tranche 2 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 9, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 5,637 shares of Common Stock to Mr. Jeffrey Bellman under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 10: Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Ms. Sarah Pacheco under Tranche 2 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 10, the approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,820 shares of Common Stock to Ms. Sarah Pacheco under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 11: Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issue of 336,662 shares of Common Stock to Non-Affiliated Investors under Tranche 2 of the May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 11, the approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issue of 336,662 shares of Common Stock to Non-Affiliated Investors under Tranche 2 of the May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 12: Approval, for purposes of ASX Listing Rule 7.1, Section 312.03 of the NYSE Listed Company Manual and for all other purposes, of the issue of shares of Common Stock to Macquarie Bank Limited pursuant to the Facility Letter Agreement**

**DICK STONEBURNER:**

The next item of business is Item 12, the approval, for purposes of ASX Listing Rule 7.1, Section 312.03 of the NYSE Listed Company Manual and for all other purposes, of the issue of shares of Common Stock to Macquarie Bank Limited pursuant to the Facility Letter Agreement. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Item 13: Approval of the issuance of shares of Common Stock to certain directors and officers of the Company pursuant to the Company's May 2025 PIPE Financing**

**DICK STONEBURNER:**

The next item of business is Item 13, the approval of the issuance of shares of Common Stock to certain directors and officers of the Company pursuant to the Company's May 2025 PIPE Financing. The Board of Directors of the Company recommends that stockholders vote "FOR" this Proposal.

**F. 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 5:00 p.m. (US Central Time) on July 14, 2025 / 8:00 a.m. (Australia Eastern Daylight Time) on July 15, 2025. 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:

**G. Inspector of Election's Report with Respect to Proposals**

**JAMES RAITT, 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 13.

**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 13 represents more than a majority of the outstanding shares present via the virtual stockholder meeting room or represented by proxy and entitled to vote, I am pleased to announce that:

1. The Company's May 2025 PIPE Financing and issuance of shares of Common Stock pursuant to the Company's May 2025 PIPE Financing have been approved;
2. The prior issue of 2,180,515 shares of Common Stock under Tranche 1 of the May 2025 PIPE Financing has been ratified and approved;
3. The issue of 563,697 shares of Common Stock to Daly Waters Energy, LP under Tranche 2 of the May 2025 PIPE Financing has been approved;
4. The issue of 2,820 shares of Common Stock to Mr. Richard Stoneburner under Tranche 2 of the May 2025 PIPE Financing has been approved;
5. The issue of 8,456 shares of Common Stock to Mr. Fredrick Barrett under Tranche 2 of the May 2025 PIPE Financing;
6. The issue of 10,000 shares of Common Stock to Mr. David Siegel under Tranche 2 of the May 2025 PIPE Financing has been approved;

7. The issue of 5,000 shares of Common Stock to Mr. Ryan Dalton under Tranche 2 of the May 2025 PIPE Financing has been approved;
8. The issue of 5,637 shares of Common Stock to Mr. Joel Riddle under Tranche 2 of the May 2025 PIPE Financing has been approved;
9. The issue of 5,637 shares of Common Stock to Mr. Jeffrey Bellman under Tranche 2 of the May 2025 PIPE Financing has been approved;
10. The issue of 2,820 shares of Common Stock to Ms. Sarah Pacheco under Tranche 2 of the May 2025 PIPE Financing has been approved;
11. The issue of 336,662 shares of Common Stock to Non-Affiliated Investors under Tranche 2 of the May 2025 PIPE Financing has been approved;
12. The issue of shares of Common Stock to Macquarie Bank Limited pursuant to the Facility Letter Agreement has been approved;
13. The issuance of shares of Common Stock to certain directors and officers of the Company pursuant to the Company's May 2025 PIPE Financing has been approved;

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

#### **H. Adjournment of Formal Portion of Special Meeting**

**DICK STONEBURNER:**

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

The results of the polling will be disclosed on the NYSE and ASX as required.

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

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