



**TAMBORAN RESOURCES CORPORATION**  
**SPECIAL MEETING OF STOCKHOLDERS**

**Tuesday, March 3, 2026 at 5:00 p.m. (US Central Time) / Wednesday, March 4, 2026 at 10:00 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

***Proposal No. 1:*** Approval of the issuance of 6,537,503 shares of Tamboran Resources Corporation ("Tamboran") common stock, par value \$0.001 per share ("Common Stock"), to Falcon Oil & Gas Ltd. ("Falcon") in connection with Tamboran's acquisition of all of Falcon's subsidiaries pursuant to a plan of arrangement (the "Arrangement") and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Oil & Gas Australia Limited ("Falcon Australia") other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia (together, the "stock issuance proposal").

***Proposal No. 2:*** Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia.

***Proposal No. 3:*** Approval of the adjournment or postponement of the Special Meeting of Stockholders, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes to approve the stock issuance proposal.

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

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## 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, Chairman of the Board of Directors, 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 Friday, January 23, 2026, 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 Amended and Restated Bylaws (the “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 January 28, 2026.
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 purpose of the Meeting will be observed and the Chairman will stop discussions that are:
  - irrelevant 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 or Quarterly Report on Form 10-Q;
  - 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 of Directors 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**

**Tuesday, March 3, 2026 at 5:00 p.m. (US Central Time) / Wednesday, March 4, 2026 at 10:00 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, Chairman of the Board of Directors. Please go ahead.

#### **B. Welcome and Call to Order – Dick Stoneburner, Chairman of the Board of Directors**

##### **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, Chairman of the Board of Directors.

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 have been cordially invited to virtually attend the Meeting for the purpose of considering and voting upon the following proposals (collectively, the "Proposals"):

1. Approval of the issuance of 6,537,503 shares of Common Stock to Falcon Oil & Gas Ltd., (which we'll refer to as "Falcon"), in connection with Tamboran's acquisition of all of Falcon's subsidiaries pursuant to a plan of arrangement (which we'll refer to as the "Arrangement") and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Oil & Gas Australia Limited (which we'll refer to as "Falcon Australia"), other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia.
2. Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia.
3. Approval of the adjournment or postponement of the Meeting, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes to approve the stock issuance proposal.

I would like to begin the Meeting by introducing the current members of the Board of Directors who have dialed into the webcast. Joining me today are:

Fredrick Barrett;

Patrick Elliott;

Andrew Robb;

David Siegel;

Ryan Dalton;

Jeffrey Bellman

Scott Sheffield; and

Phillip Pace.

We also have members of the Company's executive management team in attendance, and make specific mention of Todd Abbott, our recently appointed CEO along with our COO Faron Thibodeaux, CFO Eric Dyer and Vice President of Investor Relations, Chris Morbey.

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/afternoon. Yes, I have here an affidavit from an authorized representative of Broadridge Financial Solutions, Inc., duly signed on February 18, 2026, which states that proxy materials were mailed to stockholders of record at the close of business on January 28, 2026. 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.

**D. 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 Friday, January 23, 2026, 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 not less than a majority in voting power of the outstanding shares of common stock entitled to vote at this 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 three matters stated in the proxy materials.

### **Compliance Statement**

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

### **F. Proposals**

**Proposal No. 1: Approval of the issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia.**

**DICK STONEBURNER:**

The first item of business is Proposal No. 1, the approval of the issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Proposal No. 2: Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia.**

**DICK STONEBURNER:**

The next item of business is Proposal No. 2, the approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia. The Board of Directors of the Company recommends that stockholders vote “FOR” this Proposal.

**Proposal No. 3: Approval of the adjournment or postponement of the Special Meeting of Stockholders, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes to approve the stock issuance proposal.**

**DICK STONEBURNER:**

The next item of business is Proposal No. 3, approval of the adjournment or postponement of the Special Meeting of Stockholders, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes to approve the stock issuance proposal. The Board of Directors of the Company 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 5:00 p.m. (US Central Time) on Sunday, March 1, 2026 / 10:00 a.m. (Australia Eastern Daylight Time) on Monday, March 2, 2026. 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**

### **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 Proposals 1 and 2.

### **DICK STONEBURNER:**

I am pleased to announce the following based on the preliminary results: Since the number of votes in favor of approval of Proposals 1 and 2 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:

- The issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia has been approved; and
- For purposes of ASX Listing Rule 7.1 and for all other purposes, issuance of 6,537,503 shares of Common Stock to Falcon in connection with the Arrangement and the issuance of up to an aggregate of 147,508 shares of Common Stock to the shareholders of Falcon Australia other than Falcon in exchange for the remaining 1.9% of the issued and outstanding equity interests of Falcon Australia 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:**

Because the stock issuance proposals were approved by the Tamboran stockholders, I will not call a vote on the proposal to approve the adjournment of this Meeting to solicit additional proxies. 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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## STOCKHOLDERS REPORT TECHNICAL DIFFICULTIES

### **DICK STONEBURNER:**

It has come to our attention that a number of stockholders are experiencing technical difficulties in accessing or otherwise participating in the Meeting. There will be a brief pause in the proceedings while the technical support team tries to resolve the issue. Please stay connected to the meeting, and we will resume shortly.

**[If Broadridge / support team is unable to resolve the issue and it is determined that a significant number of stockholders are unable to effectively access and / or participate in the meeting, proceed to the “Emergency Procedures” section below.]**

## **EMERGENCY PROCEDURES**

*While unlikely, a situation may arise before or during the Meeting that requires deviation from the agenda (i.e. technical difficulties, fire, evacuation, some other event that precludes moving forward with the meeting). In such a circumstance, it may be necessary or desirable to adjourn the meeting as promptly as possible while making sure that all the legal prerequisites to effect corporate action at the meeting have been satisfied.*

### **DICK STONEBURNER:**

As Chairperson of this meeting I now rule:

- notice of this meeting has been properly served;
- a quorum is present—stockholders entitled to cast a majority of the shares of common stock entitled to vote are represented;
- all items of business are properly before the meeting;
- I declare the meeting adjourned.

The company will report the final voting results on a Current Report on Form 8-K in accordance with SEC rules and regulations.