



NOTICE OF GENERAL MEETING

Notice is given that a General Meeting (**GM**) of Tamboran Resources Limited (ASX:TBN) (the **Company**) will be held on Tuesday, 25 October 2022 at 10.00 am (Sydney time) as a hybrid meeting via <https://web.lumiagm.com/374221900> and at the offices of Squire Patton Boggs (AU), Level 17, 88 Phillip Street, Sydney NSW 2000.

In accordance with the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of GM unless a shareholder has requested a hard copy. Instead, the Notice of General Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

This means that:

- You can access the Meeting Materials online at the Company's website <https://www.tamboran.com> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

A copy of your personalised Proxy Form is enclosed. Should you wish to vote by proxy, please complete and return the attached Proxy Form to the Company's share registry, Boardroom, using any of the methods of lodgement set out in the Proxy Form.

Your Proxy Form must be received by 10:00am (Sydney time) on Sunday, 23 October 2022, being no later than 48 hours before the commencement of the GM. Any Proxy Form received after that time will not be valid for the scheduled GM.

If you plan to attend the GM in person, please bring the enclosed proxy form with you to facilitate your registration.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.investorserve.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

We thank you for your continued support of the Company. In the meantime, should you have any queries regarding your holding, or the upcoming General Meeting, please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Joanna Morbey", is written over a light blue horizontal line.

Joanna Morbey
jo.morbey@tamboran.com
Company Secretary



Notice of General Meeting

Tamboran Resources Limited ACN 135 299 062

Notice is given that a General Meeting (**GM**) of Shareholders of Tamboran Resources Limited (the **Company**) will be held at 10:00am (Sydney time) on Tuesday, 25 October 2022. The meeting is to be held as a hybrid meeting which includes a virtual meeting (which will be conducted via an online platform provided by the Company's share registrar, Boardroom) and an in person meeting held at the offices of Squire Patton Boggs at Level 17, 88 Phillip Street, Sydney, New South Wales. Details on how to attend the Meeting, vote and submit questions during the Meeting are outlined in this Notice.

The Explanatory Memorandum to this Notice provides additional information on the eight resolutions to be considered at the GM. The Explanatory Memorandum and the proxy form part of this Notice. Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Definitions section of the Explanatory Memorandum.

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Business of the General Meeting

1 RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER COMPANY'S ASX LISTING RULE 7.1 CAPACITY

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for all purposes, including ASX Listing Rule 7.4, shareholders approve and ratify the prior issue of 112,103,927 ordinary shares issued under Listing Rule 7.1 at an issue price of A\$0.21 each, on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue or any associate of that person or those persons. The Company has identified that Morgan Stanley Australia Securities Ltd and Regal Funds Management Pty Limited (and its associates) are excluded from voting.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER COMPANY'S ASX LISTING RULE 7.1A CAPACITY

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for all purposes, including ASX Listing Rule 7.4, shareholders approve and ratify the prior issue of 74,735,951 ordinary shares issued under Listing Rule 7.1A at an issue price of A\$0.21 each, on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue or any associate of that person or those persons. The Company has identified that Morgan Stanley Australia Securities Ltd and Regal Funds Management Pty Limited (and its associates) are excluded from voting.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 APPROVAL TO ISSUE THE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PARTIES

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for all purposes, including ASX Listing Rule 7.1, shareholders approve the issue of up to 454,749,315 ordinary shares at an issue price of A\$0.21 each, on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder or ordinary shares in the Company) or any associate of that person or those persons. The Company has identified that each of Sheffield Holdings, LP (and its associates), Regal Funds Management Pty Limited (and its associates), Morgan Stanley Australia Securities Ltd, and Helmerich & Payne, Inc. are excluded from voting.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 APPROVAL TO ISSUE OF TRANCHE 2 PLACEMENT SHARES TO DIRECTOR – MR DAVID SIEGEL (OR HIS NOMINEE)

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for all purposes, including ASX Listing Rule 10.11, approval is given for the Company to issue up to 8,000,000 ordinary shares to Mr David Siegel (or his nominee) on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr David Siegel or any of his associates.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 APPROVAL TO ISSUE OF TRANCHE 2 PLACEMENT SHARES TO DIRECTOR – MR PATRICK ELLIOTT (OR HIS NOMINEE)

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for all purposes, including ASX Listing Rule 10.11, approval is given for the Company to issue up to 2,500,000 ordinary shares to Mr Patrick Elliott (or his nominee) on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Patrick Elliott or any of his associates.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6 APPROVAL TO ISSUE OF TRANCHE 2 PLACEMENT SHARES TO DIRECTOR – MR RICHARD STONEBURNER (OR HIS NOMINEE)

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for all purposes, including ASX Listing Rule 10.11, approval is given for the Company to issue up to 1,500,000 ordinary shares to Mr Richard Stoneburner (or his nominee) on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Richard Stoneburner or any of his associates.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7 APPROVAL TO ISSUE OF TRANCHE 2 PLACEMENT SHARES TO DIRECTOR – MR FRED BARRETT (OR HIS NOMINEE)

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for all purposes, including ASX Listing Rule 10.11, approval is given for the Company to issue up to 3,300,000 ordinary shares to Mr Fred Barrett (or his nominee) on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Fred Barrett or any of his associates.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8 APPROVAL TO ISSUE OF TRANCHE 2 PLACEMENT SHARES TO DIRECTOR – MR DANIEL CHANDRA (OR HIS NOMINEE)

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

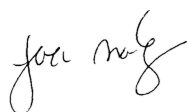
“That for all purposes, ASX Listing Rule 10.11, approval is given for the Company to issue up to 325,000 ordinary shares to Mr Daniel Chandra (or his nominee) on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Daniel Chandra or any of his associates.

However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board



Ms Joanna Morbey
Company Secretary

Dated: 23 September 2022

NOTES AND VOTING INSTRUCTIONS

Action to be taken by Shareholders and how to vote

Shareholders should read the Notice and the Explanatory Memorandum carefully before deciding how to vote on the resolutions.

There are a number of ways Shareholders can attend and vote at the GM:

1. by attending the GM virtually via the Lumi platform and voting in person or by attorney, or in the case of corporate members, by corporate representatives; or
2. by attending the GM at the offices of Squire Patton Boggs, Level 17, 88 Phillip Street, Sydney, New South Wales, 2000 and voting in person or by attorney, or in the case of corporate members, by corporate representatives; or
3. by appointing a proxy to attend the GM and vote on their behalf by using a proxy form enclosed with this Notice.

Voting in person or by attorney

Join at <https://web.lumiagm.com/374221900> using any web browser on a computer, tablet or smartphone device (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox) (**Lumi Website**).

For further information on how to participate in, and vote at, the GM, please refer to the Virtual Meeting User Guide appended to this Notice of Meeting and available at: www.investorserve.com.au under Company Announcements.

Online registration will open at 9:00 am (Sydney Time) on Tuesday, 25 October 2022.

Shareholders / Proxies

Shareholders and proxies will need to use the following details when accessing the Lumi website:

Username: Your Voter Access Code (VAC) as shown on your Direct Voting / Proxy Form

Password: Australian Residents: Postcode of the registered holding Overseas

Residents: The three-character country code which can be found on page 4 of the Virtual Meeting User Guide appended to this Notice of Meeting

Meeting and available at www.investorserve.com.au under Company Announcements.

Shareholders are asked to arrive at the venue from 9:30am (Sydney time) to allow for registration for the General Meeting. To help facilitate registration, please bring the proxy form enclosed with this Notice.

An individual attending the General Meeting as a corporate representative must present satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company or the Company's Share Registry (**Share Registry**).

Attorneys should bring with them the original or certified copies of the power of attorney under which they have been authorised to attend and vote at the General Meeting, unless previously lodged with the Company or the Share Registry.

Proxies

This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the General Meeting or, if they are unable to attend in person, sign and return the proxy form to the Company in accordance with the instructions thereon. Lodgment of a proxy form will not preclude a Shareholder from attending and voting at the General Meeting in person.

Please note that:

1. a member of the Company entitled to attend and vote at the GM is entitled to appoint a proxy;
2. a proxy need not be a member of the Company; and
3. a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

A Shareholder can direct its proxy to vote for, against or abstain from voting on resolutions 1 to 8 by marking the appropriate box on the proxy form for each of those items of business.

Shareholders who complete and return their proxy form but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the General Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the General Meeting, the Chairman will act in place of the nominated proxy. In each case, the Chairman will vote in accordance with any voting directions specified by the member in the proxy form. Undirected proxies will be voted in accordance with the Chairman's voting intentions (see Undirected Proxies below).

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Undirected Proxies

If you appoint the Chairman as your proxy (including by default) and you do not specify how the proxy is to vote, you expressly authorise the Chairman to cast your vote "for" each item of business.

The Chairman intends to vote all undirected proxies in favour of the Resolutions on the agenda for the meeting.

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered as Shareholders on Sunday, 23 October 2022 at 10.00am (Sydney time).

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

1 BACKGROUND TO RESOLUTIONS 1 TO 8

1.1 Placement

On Tuesday, 20 September 2022, the Company announced an equity raising (**Equity Raising**) comprising of:

- (a) a placement of an aggregate of 657,214,193 Shares each at an issue price of A\$0.21 to institutional, professional and sophisticated investors to raise up to a total of approximately A\$138 million (before costs) (**Placement**) to be completed in two tranches of:
 - (i) 186,839,878 Shares (**Tranche 1 Placement Shares**) issued under the Company's existing placement capacity pursuant to Listing Rule 7.1 and Listing Rule 7.1A (**Tranche 1 Placement**), ratification of which is sought under Resolutions 1 and 2; and
 - (ii) 454,749,315 Shares (**Tranche 2 Placement Shares to Unrelated Parties**) to be issued to unrelated parties in the Tranche 2 Placement, subject to Shareholder approval;
 - (iii) 15,625,000 Shares (**Tranche 2 Placement Shares to Related Parties**) to be issued to Directors, subject to Shareholder approval which includes the issue of:
 - (A) 8,000,000 Shares to Director, Mr. David Siegel, approval of which is sought under Resolution 4; and
 - (B) 2,500,000 Shares to Director, Mr. Patrick Elliott, approval of which is sought under Resolution 5; and
 - (C) 1,500,000 Shares to Director, Mr. Richard Stoneburner, approval of which is sought under Resolution 6; and
 - (D) 3,300,000 Shares to Director, Mr. Fred Barrett, approval of which is sought under Resolution 7; and
 - (E) 325,000 Shares to Director, Mr. Daniel Chandra, approval of which is sought under Resolution 8.
- (b) a share purchase plan to eligible shareholders with a registered address in Australia, New Zealand, Singapore, and the United Kingdom to subscribe for up to \$30,000 worth of Shares each to raise up to a further \$3 million (before costs) at an offer price of A\$0.21 per Share (being the same issue price as the Placement).

The Company engaged the services of Credit Suisse Securities (USA) LLC as lead manager to the Placement for the US offer also engaged the services of Cannacord Genuity (Australia) Limited

and Shaw and Partners Limited as joint lead managers to the Placement for the Australian offer (together, the **Joint Lead Managers**).

Proceeds raised under the Equity Raising will be used to fund an acquisition by the Company of an interest in and operatorship of natural gas assets in the Beetaloo Sub-basin, the Company's ongoing exploration and development programs in the Beetaloo Sub-basin, for general working capital purposes and for costs of the Equity Raising.

Refer to the Company's ASX announcement of 20 September 2022 for further details of the Equity Raising.

The Tranche 1 Placement Shares will be issued on 26 September 2022.

1.2 Use of Funds raised under the Placement and the SPP

The proceeds raised under the Placement and the SPP are intended to be applied as set out in the table below:

Description	A\$
Purchase price for Origin's assets (50% Tamboran / 50% Sheffield)	60 million (30 million for Tamboran)
Committed EP 98 drilling and payments	80 million
EP 136 drilling	19 million
G&A and corporate costs	11 million
Costs of the offer	5 million
Working capital and additional drilling programs	31 million
Total	206 million

Note: Funds above include existing cash and funds raised through the grant of an over riding royalty interest to Byran Sheffield, as set in the Company's ASX announcement dated 20 September 2022.

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

2 RESOLUTION 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

2.1 General

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 186,839,878 Shares under the Tranche 1 Placement. Further information in relation to the Tranche 1 Placement is set out in section 1 above.

Of that 112,103,927 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 74,735,951 Shares were issued pursuant to the

Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 8 December 2021 (**AGM**) (being the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions set out at ASX Listing Rule 7.2, ASX Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the AGM.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and Listing Rule 7.1A and does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A.

Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

2.4 Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolutions 1 and 2 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

2.5 Specific Information Required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding Tranche 1 Placement Shares is provided as follows:

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors comprising existing Shareholders and new institutional and private investors identified by and who are clients of the Joint Lead Managers as part of the bookbuild process for the

Placement. The Joint Lead Managers sought expressions of interest to participate in the Placement from non-related parties of the Company. None of the participants are related parties of the Company or 'material investors' under ASX Guidance Note 21;

- (b) the Tranche 1 Placement Shares were to be issued on the following basis:
 - (i) 112,103,927 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 74,735,951 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2); and
- (c) the Tranche 1 Placement Shares are expected to be issued by the Company on Friday, 23 September 2022 and quoted on ASX on Monday, 26 September 2022 (and will be issued no later than three months after the date of the General Meeting);
- (d) the Tranche 1 Placement Shares are fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company;
- (e) the issue price was A\$0.21 per Tranche 1 Placement Share under both the issue of shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (f) the Tranche 1 Placement Shares were issued pursuant to short form subscription letters pursuant to which subscribers under the Placement agreed to be issued Tranche 1 Placement Shares at an issue price of A\$0.21 Tranche 1 Placement Share;
- (g) the purpose of the issue of the Tranche 1 Placement Shares was to raise approximately A\$36 million (before costs), which will be used by the Company to fund an acquisition by the Company of an interest in and operatorship of natural gas assets in the Beetaloo Sub-basin, the Company's ongoing exploration and development programs in the Beetaloo Sub-basin, for general working capital purposes and for costs of the Equity Raising; and
- (h) a voting exclusion statement is included in the Notice for Resolutions 1 - 2.

2.6 Recommendation

The Board unanimously recommend that Shareholders vote in favour the Resolution.

The Chair of the General Meeting intends to vote all available undirected proxies in favour the Resolution.

3 RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PARTIES

3.1 General

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 454,749,315 Shares under the Tranche 2 Placement to unrelated parties (**Unrelated T2 Placement Shares**). Further information in relation to the Tranche 2 Placement is set out in section 1 above.

3.2 Listing Rule 7.1

As summarised in section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15%

of the fully paid ordinary shares it had on issue at the start of that period. The proposed issue of the Unrelated T2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 25% limit under Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to issue the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Unrelated T2 Placement Shares. In addition, the issue of the Unrelated T2 Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Unrelated T2 Placement Shares. In these circumstances, the Company will be unable to raise further funds that would otherwise have been raised through the issue of the Unrelated T2 Placement Shares.

3.4 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Unrelated T2 Placement Shares were issued to professional and sophisticated investors comprising existing Shareholders and new institutional and private investors (**Unrelated T2 Participants**) identified by and who are clients of the Joint Lead Managers as part of the bookbuild process for the Placement. The Joint Lead Managers sought expressions of interest to participate in the Placement from non-related parties of the Company.
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms the following with respect to the Unrelated T2 Participants:
 - (i) Sheffield Holdings, LP (and its associates), a substantial shareholder of the Company, controlling approximately 9.3% at the date that its last substantial shareholder notice was issued, is proposed to be issued and will hold in aggregate approximately 15% of the issued capital of the Company at the time of issue of the Unrelated Tranche 2 Placement Shares; and
 - (ii) Regal Funds Management Pty Limited (and its associates), a substantial shareholder of the Company, controlling approximately 5.55% at the date that its last substantial shareholder notice was issued, is proposed to be issued and will hold in aggregate approximately 6% of the issued capital of the Company at the time of issue of the Unrelated Tranche 2 Placement Shares; and
 - (iii) Helmerich & Payne, Inc. (and its associates) is proposed to be issued and will hold in aggregate approximately 7.5% of the issued capital of the Company at the time of issue of the Unrelated Tranche 2 Placement Shares;
 - (iv) neither of the substantial holders above are parties that require approval for the purposes of ASX Listing Rule 10.11;
- (c) the maximum number of Shares to be issued is 454,749,315;

- (d) the Unrelated T2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Unrelated T2 Placement Shares will be issued on or around Thursday, 27 October 2022, and in any event, no later than 3 months after the date of the General Meeting and it is intended that the issue of the Unrelated T2 Placement Shares will occur on or around the date of the General Meeting;
- (f) the issue price of the Unrelated T2 Placement Shares will be A\$0.21 per Share (being the same price as all Shares offered under the Placement). The Company will not receive any other consideration for the issue of the Unrelated T2 Placement Shares;
- (g) the purpose of the issue of the Unrelated T2 Placement Shares is to raise approximately \$76 million which will be applied as set out in section 1;
- (h) the Tranche 2 Placement Shares will be issued pursuant to short form subscription letters pursuant to which subscribers under the Placement will be issued Tranche 2 Placement Shares at an issue price of A\$0.21 per Share; and
- (i) a voting exclusion statement is included in the Notice for Resolution 3.

3.5 Board Recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of the Resolution.

4 RESOLUTIONS 4 TO 8 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTORS

4.1 General

Resolutions 4 to 8 seek Shareholder approval for the issue of an aggregate of 15,625,000 Shares (**Related T2 Placement Shares**) to Directors Mr. David Siegel, Mr. Patrick Elliott, Mr. Richard Stoneburner, Mr. Fred Barrett and Mr. Daniel Chandra under the Tranche 2 Placement on the terms set out in the table below. Further information in relation to the Tranche 2 Placement is set out in section 1 above.

Related Party	Shares	Subscription Sum
David Siegel	8,000,000	\$1,600,000
Patrick Elliott	2,500,000	\$500,000
Richard Stoneburner	1,500,000	\$300,000
Fred Barrett	3,300,000	\$660,000
Daniel Chandra	325,000	\$65,000
TOTAL	15,625,000	\$3,125,000

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act,

unless the giving of a financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Related T2 Placement shares to Mr. David Siegel, Mr. Patrick Elliott, Mr. Richard Stoneburner, Mr. Fred Barrett and Mr. Daniel Chandra constitutes giving a financial benefit to a related party by virtue of Mr. David Siegel, Mr. Patrick Elliott, Mr. Richard Stoneburner, Mr. Fred Barrett and Mr. Daniel Chandra being Directors of the Company. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act.

However, one relevant exception to the general rule is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length). Because Mr. David Siegel, Mr. Patrick Elliott, Mr. Richard Stoneburner, Mr. Fred Barrett and Mr. Daniel Chandra would participate in the the Related T2 Placement on the same terms as those being offered to other capital raising participants, which was negotiated on arm's length terms at the time, the Directors (other than Mr. David Siegel, Mr. Patrick Elliott, Mr. Richard Stoneburner, Mr. Fred Barrett and Mr. Daniel Chandra who each have a material personal interest in Resolution 5 to 8 respectively) consider that the Related T2 Placement is reasonable in the circumstances and shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Related T2 Placement to Directors.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Related T2 Placement Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 to 8 seek Shareholder approval for the issue of the Related T2 Placement Shares under and for the purposes of Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 8 are passed, the Company will be able to proceed with the issue of the Related T2 Placement Shares within one month after the date of the General Meeting and will raise additional funds to be used in the manner set out in section 1.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related T2 Placement Shares (because approval is being obtained under Listing Rule 10.11 and falls within Exception 14 of Listing Rule 7.2), the issue of the Related T2 Placement Shares will not use up any of the Company's 25% annual placement capacity.

If Resolutions 4 to 8 are not passed, the Company will not be able to proceed with the issue of the Related T2 Placement Shares and no further funds will be raised in respect of the Tranche 2 Placement.

4.5 Technical Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 4 to 8:

- (a) the Related T2 Placement Shares will be issued to David Siegel (or his nominee), Patrick Elliott (or his nominee), Mr. Richard Stoneburner (or his nominee), Mr. Fred Barrett (or his nominee) and Mr. Daniel Chandra (or his nominee) who fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors;
- (b) the maximum number of the Related T2 Placement Shares to be issued is 15,625,000 Shares, comprising:
 - (i) 8,000,000 Shares to David Siegel (or his nominee) pursuant to Resolution 4;
 - (ii) 2,500,000 Shares to Patrick Elliott (or his nominee) pursuant to Resolution 5;
 - (iii) 1,500,000 Shares to Richard Stoneburner (or his nominee) pursuant to Resolution 6;
 - (iv) 3,300,000 Shares to Fred Barrett (or his nominee) pursuant to Resolution 7; and
 - (v) 325,000 Shares to Daniel Chandra (or his nominee) pursuant to Resolution 8.
- (c) the Related T2 Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Related T2 Placement Shares will be issued on or around Thursday, 27 October 2022, and it is intended that the issue of the Related T2 Placement Shares will occur on or around the date of the General Meeting, but in any event, no later than 1 month after the date of the General Meeting;

- (e) the issue price will be A\$0.21 per Related T2 Placement Share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Related T2 Placement Shares;
 - (f) the purpose of the issue of the Related T2 Placement Shares is to raise capital, which the Company intends to apply as set out in section 1;
 - (g) the Related T2 Placement Shares are not intended to remunerate or incentivise David Siegel, Patrick Elliott, Richard Stoneburner, Fred Barrett or Daniel Chandra;
 - (h) the Related T2 Placement Shares are being issued in accordance with firm commitment letters entered into by David Siegel, Patrick Elliott, Dick Stoneburner, Fred Barrett and Daniel Chandra on standard terms and conditions (the material term is that the issue is subject to shareholder approval);
 - (i) the value of the Related T2 Placement Shares, based on the issue price of the Related T2 Placement Shares, is A\$0.21 and a breakdown of the value of the Related T2 Placement being issued to Mr. David Siegel (or his associates), Mr. Patrick Elliott (or his associates), Mr. Richard Stoneburner (or his associates), Mr. Fred Barrett (or his associates) and Mr. Daniel Chandra (or his associates) is set out in section 4.1 above;
 - (j) the Directors (other than David Siegel, Patrick Elliott, Richard Stoneburner, Fred Barrett and Daniel Chandra) recommend that Shareholders vote in favour of Resolutions 4 to 8 as the issue of the Related T2 Placement Shares to Mr. Siegel, Mr. Patrick Elliott, Mr. Richard Stoneburner, Mr. Fred Barrett and Mr. Daniel Chandra, are being proposed on the same basis as the issue of shares to unrelated parties under the Tranche 2 Placement; and
 - (k) as David Siegel, Patrick Elliott, Richard Stoneburner, Fred Barrett and Daniel Chandra each have a material personal interest in the outcome of Resolutions 4 to 8 on the basis that they (or their nominees) are to be issued Related T3 Placement Shares should Resolutions 4 to 8 be passed, they do not believe that it is appropriate to make a recommendation on Resolutions 4 to 8 of this Notice.
-

Definitions

\$ means Australian Dollars.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the chairman of this GM.

Company means Tamboran Resources Limited ACN 098 564 606.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company including Mr. Richard Stoneburner, Mr. David Siegel, Mr. Patrick Elliott, Ms. Ann Diamant, Mr. Frederick Barret, Mr. Joel Riddle and Mr. Daniel Chandra.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

General Meeting means the Company's general meeting of shareholders set down for Tuesday, 25 October 2022.

Listing Rules means the listing rules of ASX.

Notice means this notice of meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.



VIRTUAL MEETING USER GUIDE – 2022 GM

Attending the GM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/374221900 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 374-221-900

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:00 am (Sydney time), 25 October 2022

Using the Lumi AGM platform:

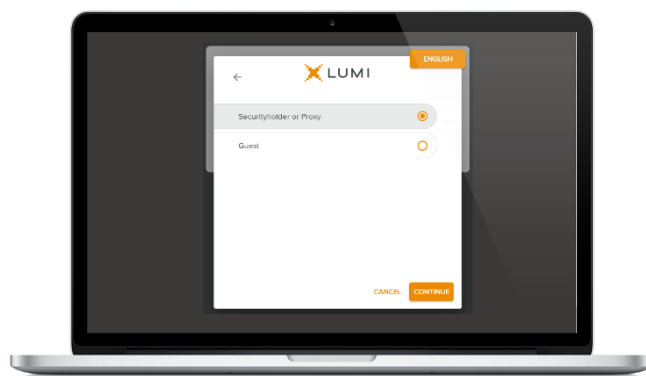
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

“Shareholder or Proxyholder”

Guests should select **“Guest”**



CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 within Australia or +61 2 9290 9600 from outside Australia.

The screenshot shows the Lumi AGM platform login interface for Shareholders/Proxys. It features the Lumi logo at the top. Below the logo are two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". A large orange "LOGIN" button is positioned below these fields. At the bottom, there is a link that says "Having trouble logging in...?" followed by a downward arrow icon.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

The screenshot shows the Lumi AGM platform login interface for Guests. It features the Lumi logo at the top. Below the logo are three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

NAVIGATION

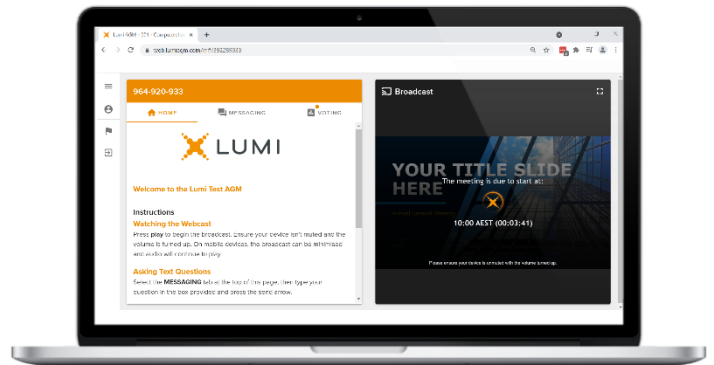
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



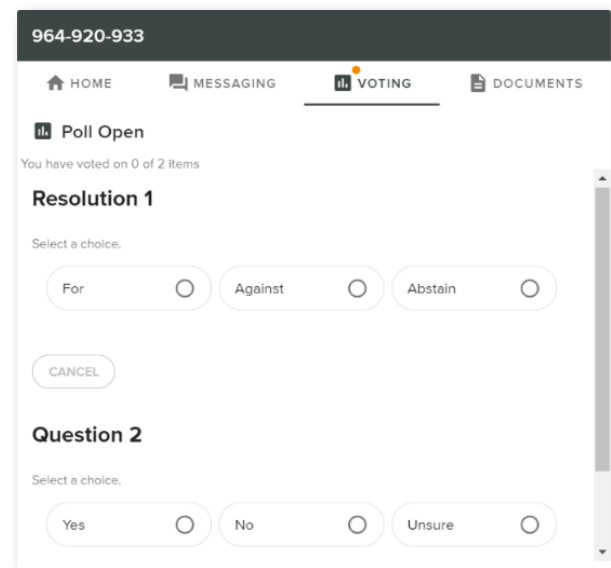
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

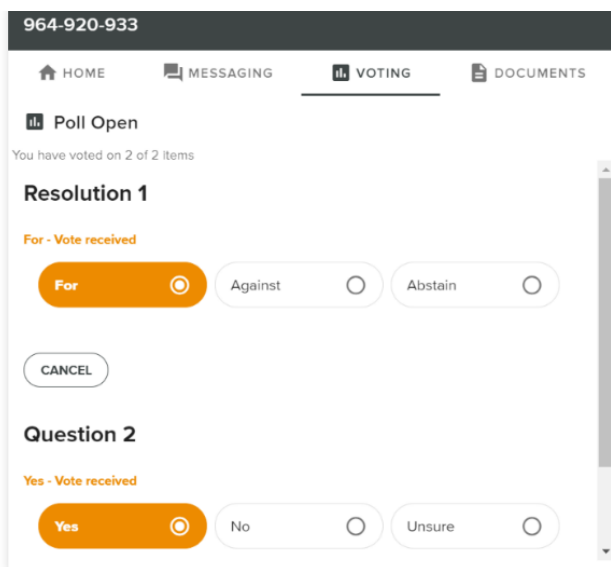


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



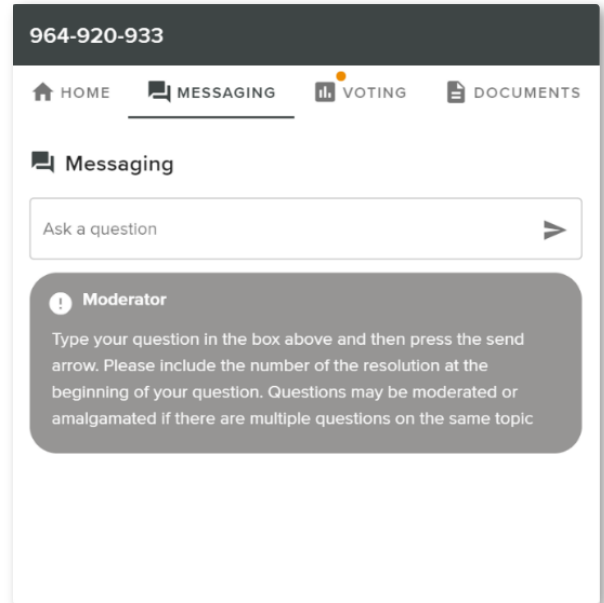
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.

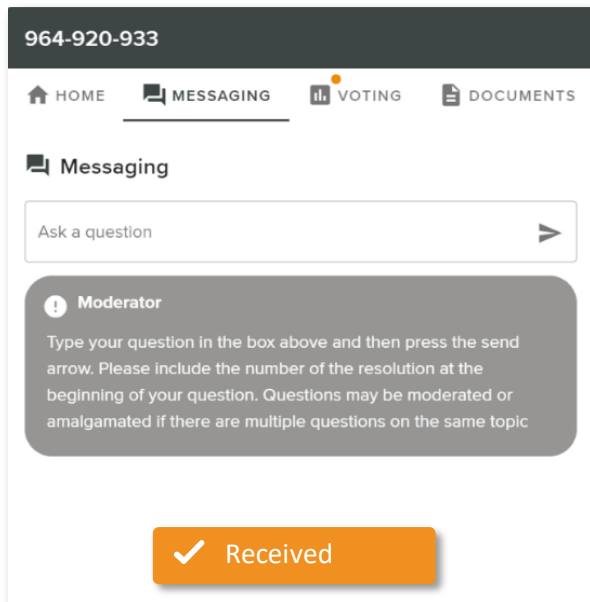


Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.



Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia
+61 8 6119 3900 Australia
+61 8 7150 1149 Australia
+61 2 8015 6011 Australia
+61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press *9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *9 to signal the operator.

Meeting ID: 374-221-900

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:00 am (Sydney time), 25 October 2022

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney time) on Sunday, 23 October 2022.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/tamborangm>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney time) on Sunday 23 October 2022**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/tamborangm>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the physical component of the meeting please bring this form with you to assist registration.

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Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Tamboran Resources Limited** and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held as a hybrid meeting via <https://web.lumiagm.com/374221900> and at the offices of **Squire Patton Boggs (AU), Level 17, 88 Phillip Street, Sydney NSW 2000 on Tuesday, 25 October 2022 at 10:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of the item of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on the item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of Tranche 1 placement shares under company's ASX listing rule 7.1 capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Tranche 1 placement shares under company's ASX listing rule 7.1A capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue the Tranche 2 placement shares to unrelated parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue of Tranche 2 placement shares to director – Mr David Siegel (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue of Tranche 2 placement shares to director – Mr Patrick Elliott (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue of Tranche 2 placement shares to director – Mr Dick Stoneburner (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue of Tranche 2 placement shares to director – Mr Fred Barrett (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue of Tranche 2 placement shares to director – Mr Daniel Chandra (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022