

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting (**AGM**) of Shareholders of Tamboran Resources Limited (the **Company**) will be held at 10:00am (Sydney time) on Tuesday 7 November 2023. The meeting is to be held as a hybrid meeting which includes a virtual meeting (accessed via <https://web.lumiagm.com/347671952>) and an in-person meeting held at Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, New South Wales.

In accordance with the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of AGM 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.boardroomlimited.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, 5 November 2023 being no later than 48 hours before the commencement of the AGM. Any Proxy Form received after that time will not be valid for the scheduled AGM.

If you plan to attend the AGM 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.boardroomlimited.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,



Rohan Vardaro
rohan.vardaro@tamboran.com
Company Secretary
9 October 2023

Notice of Annual General Meeting

Explanatory Memorandum & Proxy Form

Date: 7 November 2023

Time: 10.00am (Sydney time)

Venue: The annual general 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 Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, New South Wales. Details on how to attend the meeting, vote and submit questions during the meeting are outlined in this notice.

Important Notice: This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

How to Participate in the 2023 Annual General Meeting

Notice is given that an Annual General Meeting (**AGM**) of Shareholders of Tamboran Resources Limited (the **Company**) will be held at 10.00am (Sydney time) on 7 November 2023. 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 Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, New South Wales. Details on how to attend the Meeting, vote and submit questions during the Meeting are outlined in this Notice.

There are two ways in which Shareholders, proxies and guests can participate in the AGM:

1. Attend in person

To participate in person, attend the Meeting at the time, date and place set out above.

2. WATCH THE WEBCAST (WITH SHAREHOLDER/PROXY ONLINE VOTING, Q&A)

Join at <https://web.lumiagm.com/347671952> 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 AGM, 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 am (Sydney time) on 7 November 2023.

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

Appointed Proxy / attorneys / corporate representatives

To receive your Username and Password, please contact our share registry, Boardroom, on 1300 737 760 (within Australia) or +61 2 9290 9600 (internationally) or send an email to enquiries@boardroomlimited.com.au to pre-register and obtain your login details.

*If you have received more than one Direct Voting / Proxy Form for different shareholdings then you will need to log in separately for each holding using the corresponding Voting Access Code and postcode on the Direct Voting / Proxy Form in order to vote during the virtual AGM.

Shareholders and proxies may vote and ask questions through the Lumi website. For more information on voting, proxies and how to ask questions, please refer to page 6 of the Explanatory Notes.

Guests

Guests will need to register through the Lumi Website to join the AGM. Guests will be permitted to watch the webcast but not vote or ask questions.

Notice of Annual General Meeting

Tamboran Resources Limited ABN 28 135 299 062

Notice is given that the AGM will be held on 7 November 2023 at 10.00am (Sydney time). 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 Cliftons Sydney at Level 13, 60 Margaret Street, Sydney, New South Wales.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and the Proxy Form form part of this Notice. Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in the Definitions section of the Explanatory Memorandum.

This Notice 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 Annual General Meeting

Ordinary Business

Financial Statements and Reports

To receive and consider the consolidated financial statements of the Company and its controlled entities and the reports of the Directors and Auditor for the financial year ended 30 June 2023.

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2023.

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's Key

Management Personnel, whose remuneration details are included in the Remuneration Report, or any of that person's Closely Related Party (**Restricted Voter**).

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- it is not cast on behalf of a Restricted Voter.

If you appoint the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a Key Management Personnel, and you will be taken to have directed the Chair to vote in accordance with the stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Resolution 2: Re-election of Director – Mr Andrew Robb

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That for the purposes of rule 6.1(e) of the Company's Constitution and all other purposes, Mr Andrew Robb, who retires and being eligible offers himself for re-election is re-elected as a Director in accordance with rule 6.1(i) of the Constitution effective immediately.

Resolution 3: Re-election of Director – Mr John Bell

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That for the purposes of rule 6.1(e) of the Company's Constitution and all other purposes, Mr John Bell, who retires and being eligible offers himself for re-election is re-elected as a Director in accordance with rule 6.1(i) of the Constitution effective immediately.

Resolution 4: Re-election of Director – Ms Stephanie Reed

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That for the purposes of rule 6.1(e) of the Company's Constitution and all other purposes, Ms Stephanie Reed, who retires and being eligible offers himself for re-election is re-elected as a Director in accordance with rule 6.1(i) of the Constitution effective immediately.

Resolution 5: Re-election of Director – Mr Ryan Dalton

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That for the purposes of rule 6.1(e) of the Company's Constitution and all other purposes, Mr Ryan Dalton, who retires and being eligible offers himself for re-election is re-elected as a Director in accordance with rule 6.1(i) of the Constitution effective immediately.

Resolution 6: Re-election of Mr Richard Stoneburner

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That for the purposes of Listing Rule 14.5 and rule 6.1(f) of the Company's Constitution and all other purposes, Mr Richard Stoneburner, who retires and being eligible offers himself for re-election is re-elected as a Director in accordance

with rule 6.1(i) of the Constitution effective immediately.

Special Business

Resolution 7: 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement: In accordance with Listing Rule 14.11.1, the Company will disregard votes cast in favour of Resolution 7 from:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Equity Securities in the Company); or
- an Associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8: Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That for the purpose of Listing Rule 10.17 and rule 6.3 of the Company's Constitution, and for all other purposes, approval is given so that the maximum aggregate amount of remuneration that may be paid to the Company's non-executive directors in any financial year is increased by A\$300,000, from A\$1,000,000 to A\$1,300,000, effective immediately.

Voting Exclusion Statement: In accordance with Listing Rule 14.11.1, the Company will disregard votes cast in favour of Resolution 8 from:

- a Director; or
- an Associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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

- 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

Mr. Rohan Vardaro
Company Secretary
9 October 2023

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.

Shareholders can vote in one of two ways:

1. by attending the AGM virtually and voting in person or by attorney, or in the case of corporate members, by appointing a corporate representative to attend and vote; or
2. by appointing a Proxy to attend the AGM virtually and vote on their behalf using the Proxy Form enclosed with this Notice.

Corporate Representatives

Any corporation which is a Shareholder may authorise a natural person to act as its representative at the AGM by providing that person with:

- a letter or certificate, executed in accordance with the body corporates' constitution, authorising the person as the representative;
- a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

Unless previously lodged with the Company or the Company's Share Registry (the **Share Registry**), the abovementioned documents should be received by the Share Registry at least 48 hours before the commencement of the Meeting being 7 November 2023.

Power of Attorney

If a Shareholder of the Company has appointed an attorney to attend and vote at the AGM, or if the voting form is signed by an attorney, the power of attorney (or certified copy of the power of attorney) must be received by the Company or the Share Registry, by the voting deadline, being 7 November 2023, unless that document has been previously lodged with the Company or the Share Registry.

Proxies

A Shareholder who is entitled to vote at the AGM may appoint a proxy to attend and to vote on their behalf (**Proxy**) by signing and returning the Proxy form to the Company at least 48 hours

before the Meeting in accordance with the instructions set out on that form. Lodgement of a proxy form will not preclude a Shareholder from subsequently attending and voting at the AGM in person.

Please note that:

- a member of the Company entitled to attend and vote at the AGM is entitled to appoint a Proxy;
- a Proxy need not be a member of the Company; and
- 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 (fractions will be disregarded).

A Shareholder can direct its Proxy to vote for, against, or abstain from voting on resolutions 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 AGM as their Proxy to vote on their behalf. If a Proxy form is returned but the nominated Proxy does not attend the AGM, 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, even where the resolutions are connected directly or indirectly with the remuneration of one or more members of the Key Management Personnel, which includes the Chairman.

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

Any undirected Proxy given to a Director (other than the Chairman), any “Associate” of a Director, or other member of the Key Management Personnel of the Company or their related parties for resolutions connected directly or indirectly with the remuneration of Key Management Personnel will not be cast, unless shareholders specify how the Proxy should vote on the shareholder Proxy form.

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 Annual General Meeting are those who are registered as Shareholders on 5 November 2023 at 10.00am (Sydney time).

Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the AGM. Copies of the report can be found on the Company’s website www.tamboran.com or by contacting the Company on (+61) 2 8330-6626 or info@tamboran.com.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered an opportunity to:

- discuss the Annual Report;
- ask questions or comment on the management of the Company; and
- ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the AGM, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and the content of the Auditor's Report;
- the conduct of the audit;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted to the Company Secretary online at rohan.vardaro@tamboran.com no later than 5 business days before the AGM.

Explanatory Memorandum

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM on 7 November 2023 at 10.00am (Sydney time).

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

2 FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report (which includes Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these Reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

The Company's Annual Report (which includes the Financial Report) is available at www.tamboran.com

3 RESOLUTION 1 – REMUNERATION REPORT

(a) Background

The Directors' Report for the year ended 30 June 2023 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors. The Company's Annual Report (which includes the Directors' Report) is available at www.tamboran.com.

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman is appointed as your Proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy form, you are considered to have provided the Chairman with an express authorisation to vote the Proxy in accordance with the Chairman's intention.

(b) Two Strikes Rule

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this AGM, and there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to Key Management Personnel and sets out remuneration details, service agreements and the details of any share-based compensation.

(c) Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1. Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

4 RE-ELECTION OF DIRECTORS

The Company's constitution requires an election of Directors to take place each year.

Rule 6.1(e) of the Constitution provides that a director, other than the managing director, appointed under rule 6.1(d) must retire from office at the next annual general meeting following his or her appointment.

Rule 6.1(f)(i) of the Constitution provides that each year one third of the Directors (rounded down to the nearest whole number) and any Director who has held office without re-election past the third annual general meeting, (excluding the Managing Director and any director who is required to retire at that meeting under rule 6.1(e)), must retire as Director. If eligible, that Director may then offer themselves for re-election under rule 6.1(i). Certain other requirements apply as to which Director must retire for the purposes of re-election.

No Director except the Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election but, as between persons who were last elected as directors on the same day, the directors to retire must be determined by agreement among themselves or, in the absence of agreement, by lot. A retiring Director is eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

5 RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANDREW ROBB

(a) Background of the Hon. Andrew Robb AO

Mr Robb was appointed to the board as a Non-Executive Director effective as of 16 April 2023 and, in accordance with rule 6.1(e) of the Constitution, will retire as a Director at the AGM. Being eligible under rule 6.1(i), he offers himself for re-election as a Director.

Mr Robb has a wealth of experience in investment, trade and major project consultation. He served as a Member of Australia's House of Representatives for 12 years, including having served as Australia's Minister for Trade, Investment, and Tourism in the Federal Parliament.

He was elected as the Member for Goldstein, Victoria, in 2004 and retired from politics in 2016. In this role, Mr Robb was instrumental in negotiating free trade agreements with South Korea, Japan, and China, as well as the 12-country Trans-Pacific Partnership (TPP) agreement and the Comprehensive Strategic Partnership with Singapore.

He was also a member of the investment team for the Chevron-operated Gorgon Gas Project, currently exporting LNG from Barrow Island in Western Australia.

Mr Robb is currently Chairman of The Robb Group (wealth management, corporate and investment advisory company), CLARA Energy, The AgriFood Data Exchange and CBMA. He is also a Board Member of The Kidman Cattle Enterprise, Mind Medicine Australia and advises a range of national and international businesses.

He has also served as a Board Member of Sinclair Knight Merz, which was then Australia's largest consulting engineering company, has served as Chairman of Asialink, a Board Member of the Ten Network and the Garvan Medical Research Foundation.

Mr Robb is chair of the ESG Committee, a member of the Nomination & Governance Committee and a member of the Compensation Committee.

(b) Resolution

Resolution 2 seeks shareholder approval to re-elect Mr Robb as a Director and Mr Robb has offered himself for re-election.

(c) Directors' recommendation

The Board (excluding Mr Robb) recommends that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all available proxies in favour of Resolution 2.

6 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JOHN BELL, SR

(a) Background of Mr Bell

Mr Bell was appointed to the board as a Non-Executive Director effective as of 16 April 2023 and, in accordance with rule 6.1(e) of the Constitution, will retire as a Director at the AGM. Being eligible under rule 6.1(i), he offers himself for re-election as a Director.

Mr Bell has more than 25 years' experience in unconventional drilling and operations. John is the Senior Vice President, International & Offshore, at H&P, one of Tamboran's major shareholders (~7.5%) and the largest drilling solutions provider in the US. His role includes overseeing H&P's

drilling operations and business development efforts in South America, the Middle East and the Gulf of Mexico.

Mr Bell joined H&P in 1998 as a Business Systems Analyst and has held various senior leadership positions, including Vice President of Human Resources and Vice President of Corporate Services. Early in his career, Mr Bell led various projects focused on improving rig operations such as rig move optimisation, offshore crane operations and maintenance systems. He is a current member of H&P's Executive Leadership Team and has been instrumental in creating partnerships and opening new markets for H&P.

Mr Bell has a Bachelor of Business Administration Degree with a double major in Economics and Marketing from Baylor University.

Mr Bell is a member of the Nomination and Governance Committee and a member of the Audit & Risk Committee.

(b) Resolution

Resolution 3 seeks shareholder approval to re-elect Mr Bell as a Director and Mr Bell has offered himself for re-election.

(c) Directors' recommendation

The Board (excluding Mr Bell) recommends that Shareholders vote in favour of Resolution 3. The Chair intends to exercise all available proxies in favour of Resolution 3.

7 RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS STEPHANIE REED

(a) Background of Ms Reed

Ms. Reed serves as Partner of Formentera Partners. She oversees all aspects of business development, land, geosciences and marketing/midstream at Formentera while additionally assisting with asset management and operations. Formentera Partners is the major shareholder of Tamboran's Beetaloo Basin joint venture partner, Daly Waters Energy, in EPs 76, 98 and 117.

Ms. Reed brings with her over 15 years of oil and gas experience. Most recently, Ms. Reed served as Vice President of Oil & Gas Marketing & Midstream at Pioneer Natural Resources Company (NYSE: PXD).

Ms. Reed worked alongside Bryan Sheffield, Tamboran's largest shareholder, for more than a decade at Parsley Energy. Prior to Pioneer, she served as Senior Vice President of Business Development, Land, Marketing & Midstream at Parsley. She has led business development and integration efforts for over US\$20 billion in asset value.

Ms. Reed graduated from Texas Tech University with a Master of Business Administration and Bachelor of Applied Science. In 2019, Oil and Gas Investor magazine awarded her with a spot on its distinguished "Forty under 40" list.

(b) Resolution

Resolution 4 seeks shareholder approval to re-elect Ms Reed as a Director and Ms Reed has offered herself for re-election.

(c) Directors' recommendation

The Board (excluding Ms Reed) recommends that Shareholders vote in favour of Resolution 4. The Chair intends to exercise all available proxies in favour of Resolution 4.

8 RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR RYAN DALTON

(a) Background of Mr Dalton

Mr. Dalton has a strong background in finance and energy markets, including corporate finance and strategic planning, having previously served as Executive Vice President, Chief Financial Officer at Parsley Energy from 2012, until being acquired by Pioneer Natural Resources in 2021.

Prior to his role at Parsley, Mr. Dalton served as an investment banker in Rothschild's restructuring group as well as a consultant at AlixPartners. Mr. Dalton earned an undergraduate degree in finance from Southern Methodist University and a Master of Business Administration from the University of Virginia.

(b) Resolution

Resolution 5 seeks shareholder approval to re-elect Mr Dalton as a Director and Mr Dalton has offered himself for re-election.

(c) Directors' recommendation

The Board (excluding Mr Dalton) recommends that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all available proxies in favour of Resolution 5.

9 RESOLUTION 6 – RE-ELECTION OF DIRECTOR – MR RICHARD STONEBURNER

(a) Background of Mr Stoneburner

Mr Stoneburner joined the Board of Tamboran as a Non-Executive Director in September 2014. He has over 35 years' experience in petroleum geology. He is a former co-founder, President and Chief Operating Officer of Petrohawk Energy Corporation and President of North America Unconventional Production Division for BHP Billiton Petroleum. Prior to co-founding Petrohawk, Mr Stoneburner was Vice President, Exploration, for 3Tec Energy Corporation and worked for several E&P companies, including Hugoton Energy Corporation, W/E Energy Company, Stoneburner Exploration Inc and Texas Oil & Gas.

Mr Stoneburner has a Bachelor of Science (Geological Sciences) from the University of Texas, a Master of Science (Geology) from Wichita State University and has most recently been a member of the American Association of Petroleum Geologist's Distinguished Lecturer Series. He is currently a director of a number of oil and gas exploration and production companies.

(b) Resolution

Resolution 6 seeks shareholder approval to re-elect Mr Stoneburner as a Director and Mr Stoneburner has offered himself for re-election.

(c) Directors' recommendation

The Board (excluding Mr Stoneburner) recommends that Shareholders vote in favour of Resolution 6. The Chair intends to exercise all available proxies in favour of Resolution 6.

10 RESOLUTION 7 – 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval by special resolution at its annual general meeting to issue Equity Securities up to 10% of its issued share capital over a period of up to 12 months after the annual general meeting, in addition to those under the 15% annual placement capacity (**10% Placement Capacity**). An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- i. is not included in the S&P/ASX 300 Index; and
- ii. has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

As at the date of the Notice of Meeting, the Company is an Eligible Entity. If at the date of the Meeting the Company ceases to be an Eligible Entity, the Company will withdraw this Resolution.

If passed, the effect of this Resolution will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the meeting, without further shareholder approval and without those securities being included in the calculation of the Company's 15% annual placement capacity granted under Listing Rule 7.1. If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being fully paid ordinary shares. The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$

Where:

- A =** the number of Shares on issue at the commencement of the Relevant Period,
- plus the number of Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exceptions 9, 16, or 17;
 - plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
 - plus the number of Shares issued in the Relevant Period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period;
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4
 - plus the number of partly paid Shares that became fully paid in the Relevant Period;
 - plus the number of any other Shares issued in the Relevant Period with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4; and
 - less the number of Shares cancelled in the Relevant Period.

D = 10%

E = the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its Shares under ASX Listing Rules 7.4.

(a) Information Required under ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

i. Issue Period

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting at which approval is obtained and expiring on the first to occur of the following:

1. 12 months after the date of this Annual General Meeting;
2. the time and date of the Company's next annual general meeting; and
3. the date of approval by shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

ii. Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before:

1. the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or
2. if the Equity Securities are not issued within 10 ASX Trading Days of the Agreed Issue Date, the date on which the Equity Securities are issued.

i. Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including to raise cash as consideration for marketing and client acquisition, market access, business development and general working capital.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the issue period.

ii. Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of shareholders who do not receive Equity Securities under the issue. There is also a risk that:

1. the market price for the Equity Securities may be significantly lower on the issue date than on the date Resolution 7 is approved; and
2. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the closing market price of Shares as at 12 September 2023 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- example of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable in 'A' Listing Rule 7.1A.2		Issue Price		
		50% decrease in Current Share Price (\$0.0575per Share)	Current Share Price (\$0.115 per Share) ²	100% increase in Current Share Price (\$0.23 per Share)
Current Variable A ¹	10% Voting Dilution			
1,716,672,571	Funds Raised	\$9,870,867.28	\$19,741,734.56	\$39,483,469.12
50% increase in current Variable A	10% Voting Dilution			
2,575,008,857	Funds Raised	\$14,806,300.89	\$29,612,601.78	\$59,225,203.55
100% increase in current Variable A	10% Voting Dilution			
3,433,345,142	Funds Raised	\$19,741,734.56	\$39,483,469.11	\$78,966,938.22

Notes:

1. Based on the total number of fully paid ordinary Shares on issue as at 25 August 2023.
2. Based on the closing price of the Company's Shares on ASX as at 12 September 2023.

3. The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
5. The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

iii. Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

1. the purpose of the issue;
2. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
3. the effect of the issue of the Equity Securities on the control of the Company;
4. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
5. prevailing market conditions; and
6. advice from legal, corporate, financial and broking advisers (if applicable).

iv. Previous Approval under ASX Listing Rule 7.1A

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

(b) Special Resolution

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the meeting must be in favour of the Resolution for it to be passed.

(c) Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

(d) Voting Exclusion

A voting exclusion statement is included in this notice. As at the date of this notice of meeting, the Company has not invited any existing Member to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on this Resolution.

11 RESOLUTION 8 – INCREASE THE MAXIMUM AGGREGATE AMOUNT OF NON-EXECUTIVE DIRECTORS' FEES

(a) Background

Rule 6.3(a) of the Constitution provides that the remuneration for non-executive Directors may not exceed in total in any year, the amount fixed by the Company in a general meeting. The current maximum aggregate remuneration amount for non-executive directors was fixed at A\$1,000,000 on 8 December 2021, as set out in the Company's Constitution.

(b) Remuneration cap

Resolution 8 seeks approval to increase the maximum total aggregate remuneration of non-executive Directors paid within any year under the Constitution.

The Company seeks confirmation from Shareholders to increase the aggregate amount for non-executive Directors' remuneration in any financial year by A\$300,000, from A\$1,000,000 per annum to A\$1,300,000 per annum. If Resolution 8 is passed, the total amount of directors' fees potentially payable to all the company's non-executive Directors will be limited to a maximum of A\$1,300,000 per annum. It is proposed that the increase in the aggregate amount of fees available for non-executive directors, if approved, will take effect immediately after the Meeting.

The proportion remaining unused will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board, and to increase fees in the future in line with market conditions.

If Resolution 8 is not passed, the maximum aggregate non-executive director fees will remain capped at A\$1,000,000 per annum, the amount set on 8 December 2021.

(c) ASX Listing Rule 10.17

As required by ASX Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors in the preceding three years (from the date of this Meeting) under ASX Listing Rules 10.11 or 10.14:

Date of issue	Non-executive director	Terms and number of securities issued
25 August 2023	David Siegel	ASX Listing Rule 10.11: acquired 3,333,333 ordinary shares at an issue price of A\$0.18 per fully paid share.
25 August 2023	Patrick Elliott	ASX Listing Rule 10.11: acquired 1,388,888 ordinary shares at an issue price of A\$0.18 per fully paid share.
25 August 2023	Richard Stoneburner	ASX Listing Rule 10.11: acquired 1,388,888 ordinary shares at an issue price of A\$0.18 per fully paid share.
25 August 2023	Frederick Barrett	ASX Listing Rule 10.11: acquired 250,000 ordinary shares at an issue price of A\$0.18 per fully paid share.
25 August 2023	Joel Riddle	ASX Listing Rule 10.11: acquired 277,777 ordinary shares at an issue price of A\$0.18 per fully paid share.
31 October 2022	David Siegel	ASX Listing Rule 10.11: acquired 8,000,000 ordinary shares at an issue price of A\$0.21 per fully paid share.
31 October 2022	Patrick Elliott	ASX Listing Rule 10.11: acquired 2,500,000 ordinary shares at an issue price of A\$0.21 per fully paid share.
31 October 2022	Richard Stoneburner	ASX Listing Rule 10.11: acquired 1,500,000 ordinary shares at an issue price of A\$0.21 per fully paid share.
31 October 2022	Frederick Barrett	ASX Listing Rule 10.11: acquired 3,300,000 ordinary shares at an issue price of A\$0.21 per fully paid share.

(d) Directors' Recommendation

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

12 DEFINITIONS AND INTERPRETATION

(a) Definitions

\$ means Australian Dollars.

AGM or **Annual General Meeting** or **Meeting** means the Company's 2023 annual general meeting of Shareholders.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2023.

Associate has the meaning given in section 318 of the Income Tax Assessment Act 1936.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairman means the chairman of this Annual General Meeting.

Closely Related Party has the meaning in section 9 of the Corporations Act.

Company means Tamboran Resources Limited ABN (28 135 299 062).

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Notice means this notice of meeting.

Proxy means a representative who, if they wish to appoint one, votes in place of the Shareholder

Relevant Period means the period from 1 July 2022 to 30 June 2023 to the date immediately preceding the date of the issue or agreement.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Two Strikes Rule means the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings.

(b) Interpretation

In this Notice, words importing the singular include the plural and vice versa.



VIRTUAL MEETING USER GUIDE – 2023 AGM

Attending the AGM 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/347671952 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: 347-671-952

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), 7 November 2023

Using the Lumi AGM platform:

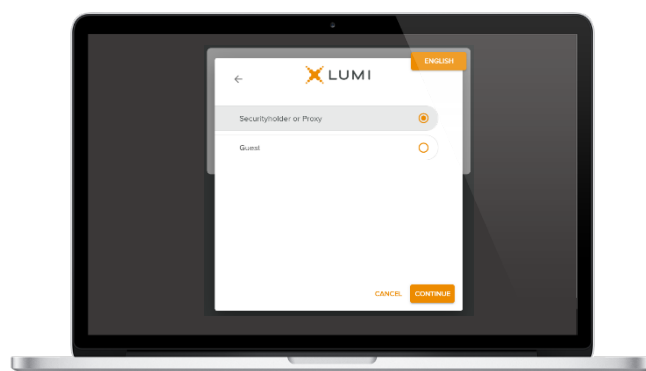
ACCESS

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 form for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". Below these fields is a large orange "LOGIN" button. At the bottom, there is a link that says "Having trouble logging in...?" with a downward arrow.

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 form for Guests. It features the Lumi logo at the top, followed by three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

NAVIGATION

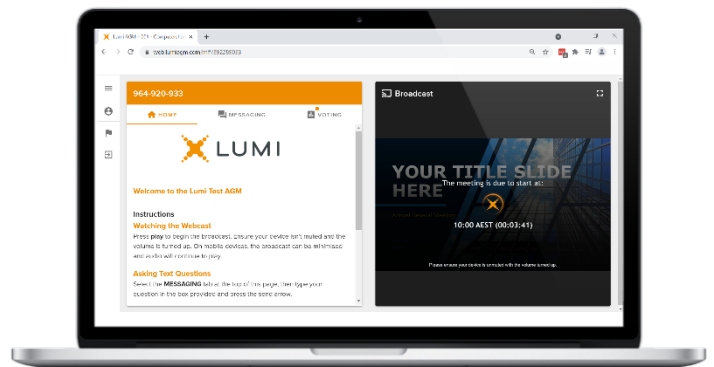
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

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.



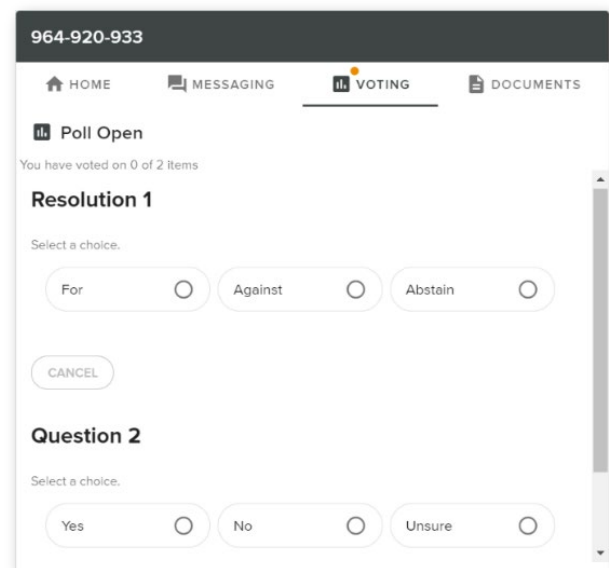
To reduce the webcast to its original size, select the X at the top of the broadcast window.

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.

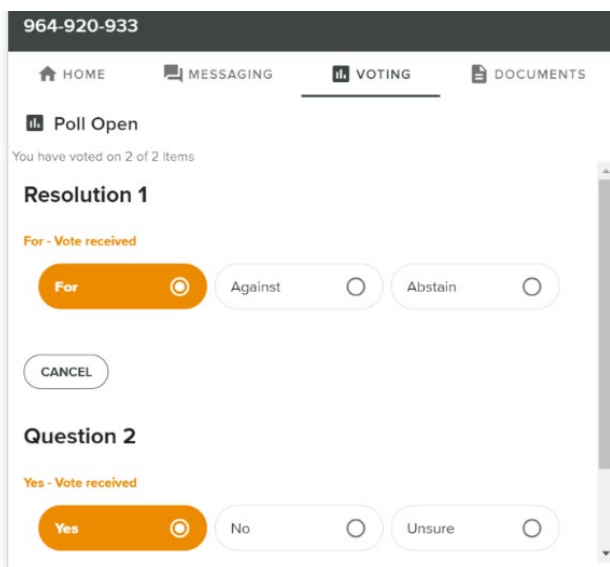


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

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.



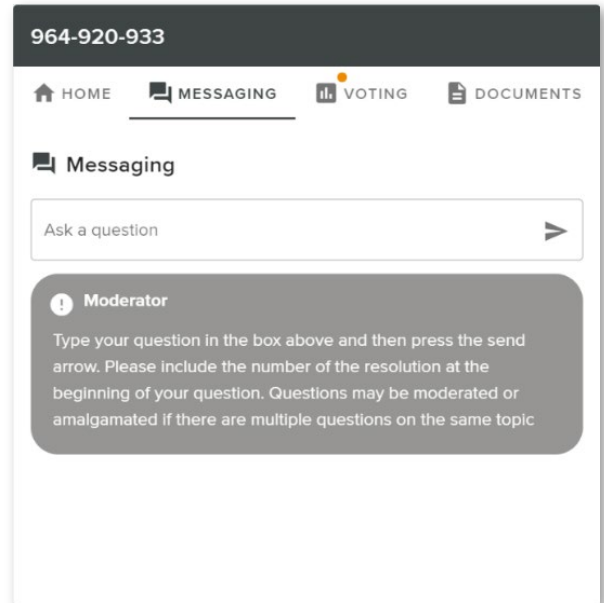
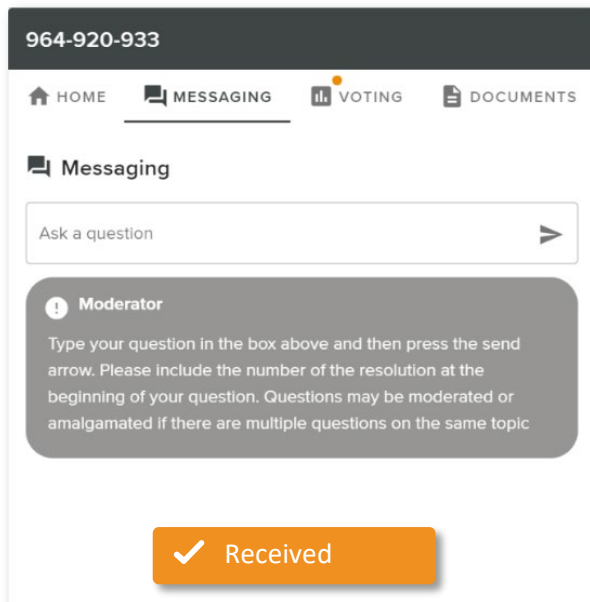
QUESTIONS

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: 347-671-952

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), 7 November 2023

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, 5 November 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/tamboranagm2023>
- 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, 5 November 2023**. 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/tamboranagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 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.

☐

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:

☐

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 Annual General Meeting of the Company to be held as a hybrid meeting via <https://web.lumiagm.com/347671952> and at **Cliftons Sydney, Level 13, 60 Margaret Street, Sydney NSW 2000 on Tuesday, 7 November 2023 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 is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business set out in the Notice of Meeting. 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 items of business 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	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Andrew Robb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr John Bell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Ms Stephanie Reed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director – Mr Ryan Dalton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election of Mr Richard Stoneburner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees	<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 / / 2023