

TAMBORAN RESOURCES CORPORATION
NOMINATIONS & GOVERNANCE COMMITTEE CHARTER

(As of June 26, 2024)

I. PURPOSE

The purpose of the Nominations & Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tamboran Resources Corporation, a Delaware corporation (the “*Company*”), is to assist the Board in fulfilling its oversight responsibilities with respect to Corporate Governance, including by identifying individuals qualified to become Board members consistent with criteria approved by the Board, recommending that the Board select the director nominees for the next annual meeting of the Company’s shareholders, developing and recommending to the Board a set of Corporate Governance Guidelines and overseeing the evaluation of the Board.

II. COMPOSITION

The Committee must consist of at least three directors, each of whom shall be appointed by the Board and each of whom is determined by the Board to satisfy:

1. the independence requirements of the New York Stock Exchange (“*NYSE*”) and the laws promulgated by the Securities and Exchange Commission, subject to any available exception; and
2. the majority of whom are required to be “independent” and “non-executive directors” who meet such criteria in the Australian Stock Exchange Corporate Governance Council Principles and Recommendations (“*ASX Governance Principles*”).

Each member of the Committee shall be appointed by the Board based on their knowledge and experience in nomination and governance matters and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Committee Chair is designated by the Board, the Committee Chair may designate a Chair by majority vote of the full Committee membership, provided such Chair is “independent” within the meaning of the ASX Governance Principles.

III. MEETINGS, PROCEDURES AND AUTHORITY

A quorum for any meeting will be at least three Committee members. The Committee may invite any director, executive officer or other staff member to attend all or part of a meeting of the Committee.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. With the approval of the Committee Chair, the Committee has the authority to retain counsel, experts or any other advisors that the Committee believes to be desirable and appropriate and has the sole authority to retain and terminate the consultants or advisors and to review and approve related fees and other retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws, the NYSE rules and the ASX Governance Principles.

The proceedings of all Committee meetings must be minuted, and the minutes must be distributed before the next Committee meeting. All minutes of the Committee are available for inspection by any director of the Board.

IV. DUTIES AND RESPONSIBILITIES

The Committee shall have the full power and authority to carry out the following responsibilities and perform such duties and responsibilities as may be assigned to the Committee by the Board:

Board Nominees

1. Develop and maintain a skill matrix to identify the skills required by the Board and to identify any gaps, having regard to the criteria set forth in the Company's Corporate Governance Guidelines.

2. Oversee searches and identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds (including diversity of thought, viewpoints, educational and professional background, gender, race, age, sexual orientation and ethnic or national background).

3. Recommend to the Board the director nominees for election to the Board at the next annual or special meeting of the Company's shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings.

4. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. In addition, the Committee shall annually recommend to the Board a member of each of the Board committees to serve as Chair thereof, and shall annually recommend to the Board a member of the Board to serve as Chair of the Board. In making its recommendations for Board and committee membership, the Committee shall:

- (a) review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to

the independence of each candidate) based on the criteria approved by the Board (and taking into account any additional standards that may be required under law, the NYSE rules or the ASX Governance Principles);

- (b) in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors and continued qualifications, as well as when a director has a change of status, including but not limited to an employment change;
- (c) periodically review the composition of the Board as a whole, as well as the Board size and leadership structure, as well as its committees, in light of the current challenges and needs of the Board, the Company and each committee, and to assess whether it is appropriate given the specific characteristics and circumstances to recommend any proposed changes to the Board including adding or removing individuals after considering issues of judgment, diversity, age, skills, background and experience;
- (d) review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board;
- (e) recommend to the Board changes, if any, that the Committee believes desirable to the size of the Board or any committee thereof, or to the Board's committee structure;
- (f) monitor the "independence" (within the meaning of the NYSE rules and ASX Governance Principles) of Board members; and
- (g) consider any other factors deemed appropriate by the Committee or the Board.

Corporate Governance

5. The Committee will develop and recommend to the Board the Corporate Governance Guidelines and any similar disclosures required under Australian securities laws or the rules and regulations of the Australian Securities Exchange. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

6. In consultation with the other Board sub-standing committees, the Committee will develop and recommend to the Board any corporate governance policies as it sees fit. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance policies and recommend any proposed changes to the Board for approval.

Director Changes in Position or Circumstances

7. The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

Director Onboarding and Continuing Education

8. The Committee will ensure that an effective onboarding process is in place for newly appointed directors (including, where appropriate, training on key accounting matters and on the responsibilities of directors on the board of U.S. public companies and obligation that may arise where its securities are listed on a foreign exchange).

9. The Committee shall oversee a continuing education program for directors.

Performance Evaluations

10. The Committee will oversee the annual self-evaluations of the Board and its committees to determine whether it and its committees are functioning effectively. The Committee will report on such evaluation process and the results of the evaluations, including any recommendations for proposed changes, to the Board in executive session.

11. The Committee must ensure that each committee is conducting an annual self-evaluation of such committee's performance, review such evaluations and consider any recommendations for proposed changes to the Board stemming from such evaluations.

12. The Committee must perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee must periodically review and reassess the adequacy of this Charter and submit any recommended changes considered necessary or valuable to the Board for its consideration. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Corporate Governance Matters

13. The Committee may monitor significant corporate governance developments and make recommendations to the Board regarding such developments it deems appropriate including, but not limited to, the Company's certificate of incorporation, bylaws and the charters of the Company's other committees.

14. The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

Reports

15. At each regular meeting of the Board, the Committee shall report to the Board on any meetings held or actions taken by the Committee since the last regular meeting of the Board with such recommendations as the Committee shall deem appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such report. All recommendations of the Committee to the Board must be summarized and presented to the Board for approval.

16. The Committee must appoint a secretary to take and maintain minutes or other records of meetings and activities of the Committee.

Other

17. The Committee must perform such other lawful activities and functions consistent with this Charter as delegated by the Board.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its authority and responsibilities to a subcommittee of the Committee or the Chair of the Committee when it deems it appropriate and in the best interest of the Company. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.