

**TAMBORAN RESOURCES CORPORATION**  
**SUSTAINABILITY COMMITTEE CHARTER**

(As of June 26, 2024)

**I. PURPOSE**

The purpose of the Sustainability Committee (the “*Committee*”) is to assist the Board of Directors (the “*Board*”) of Tamboran Resources Corporation, a Delaware corporation (the “*Company*”) in fulfilling its responsibilities for the oversight of the Company’s sustainability policies and reviewing and updating the Company’s Sustainability Plan. The Company’s management is responsible for establishing and maintaining policies and activities related to sustainability and the Board is responsible for overseeing such process.

**II. COMPOSITION**

The Committee must consist of at least three directors, each of whom shall be appointed by the Board and possess the relevant skills, experience or qualifications in sustainability-related matters as determined by the Board. In addition, the majority of Committee members must be “independent” and “non-executive directors” who meet such criteria in the Australian Stock Exchange Corporate Governance Council Principles and Recommendations (“*ASX Governance Principles*”). Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee 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 the majority of the whole Committee. In addition to the members of the Committee, any other director wishing to be present is entitled to attend Committee meetings (except in circumstances where there is a conflict of interest). The Committee may invite any person to attend all or part of a meeting of the Committee as it considers appropriate. In particular, the Committee may meet with external advisers, any executive or other employee, or any other non-executive director, and may do so with or without management present.

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 by-laws that are applicable to the Committee.

The Committee shall meet at least quarterly and at any time upon the request of a member of the Committee. All directors that are not members of the Committee may attend meetings of the Committee in an observer role.

The Committee has the authority to investigate any matter, with full access to all books, records, company operations, and people of the Company, to seek any information it requires in order to perform its duties, from any employee of the Company, and to engage at the Company’s

expense external consultants or other professional advisors on any matter within its Charter as it determines necessary to carry out its duties.

With the approval of the Committee chair, the Committee may retain or obtain advice from external consultants or other professional advisors, provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee may request the human resources manager to provide any information or carry out any task that may be necessary to enable the Committee to properly carry out its functions and meet its objectives.

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 and the Company's bylaws.

An agenda and any supporting documentation will be circulated to members of the Committee in advance of each meeting. The Chair of the Committee will report the deliberations of each meeting of the Committee to the subsequent Board meeting.

The proceedings of all Committee meetings must be minuted by the company secretary, and the minutes (together with copies of all materials put forward to the Committee) must be distributed first to the Chair of the Committee for confirmation and then to members as soon as practicable before the next Committee meeting, and distributed to all directors of the Board with their Board papers (unless circumstances otherwise require, for example, where there is a conflict of interest). All minutes of the Committee are available for inspection by any director of the Board.

#### **IV. DUTIES AND RESPONSIBILITIES**

1. *Oversight.* The Committee will oversee, review, monitor and make recommendations to the Board on the adequacy of the Company's policy, strategy, practices, performance and governance regarding sustainability-related matters, including health and safety, occupational health, process safety, sustainability, environment, climate change, human rights and security of communities, First Nations cultural heritage, historical cultural heritage and land access, security and emergency management, community relations, employees and operations. This includes consideration of existing sustainability-related issues and emerging areas of risk which are related to the Company's operations and its engagement with customers, suppliers and communities, such as safety, water, GHG and other emissions, climate change, biodiversity, security, cultural heritage and human rights, and reviewing data, reports and trends in relation to performance against sustainability-related public targets and goals.

2. *Annual Sustainability Reporting.* The Committee will oversee the Company's annual Sustainability Reporting process, unless otherwise determined by the Board.

3. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee and the Company's risks and legal and regulatory requirements in relation to sustainability.

4. *Recommendations to the Board of Directors.* The Committee must report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee. The Committee must seek direction and guidance from the Board on compliance matters as and when appropriate.

5. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee to determine whether it is functioning effectively by reference to the current best practice.

6. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration. The Board may revise this Charter, including the responsibilities of the Committee, from time to time by resolution.

7. *Review of this Committee.* The Board will, at least once a year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

8. *Training.* Committee members will participate in a program of induction and ongoing training and development, with the objective of enabling Committee members to acquire knowledge of health, safety, environment, climate and community legal and regulatory requirements that are material to the Company, to seek to understand the health, safety, environment, climate and community risks and opportunities that are material to the Company, to review and evaluate the Company's health, safety, environment, climate and community performance, and to gain an understanding of industry practice and emerging sustainability-related issues.

## **V. DELEGATION OF DUTIES**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.