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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 29, 2024

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**Tamboran Resources Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-42149**  
(Commission  
File Number)

**93-4111196**  
(IRS Employer  
Identification Number)

**Suite 01, Level 39, Tower One, International Towers Sydney**  
**100 Barangaroo Avenue, Barangaroo NSW 2000**  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: Australia +61 2 8330 6626

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.001 par value per share	TBN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01 Regulation FD Disclosure.**

On July 29, 2024, Tamboran Resources Corporation (the “Company”) issued a press release (the “Press Release”) announcing the partial exercise of the underwriters’ over-allotment option granted in connection with the Company’s initial public offering (the “Over-Allotment Option”), resulting in the issuance of an additional 308,750 shares of common stock, par value \$0.001 per share (“Common Stock”), at a price to the public of \$24.00 per share. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 and the Press Release shall be considered “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended, nor shall it be deemed incorporated by reference into any reports or filings with the Securities and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such a filing.

**Item 8.01 Other Events.**

On July 30, 2024, the Company issued 308,750 shares of Common Stock pursuant to the underwriters’ partial exercise of the Over-Allotment Option, resulting in gross proceeds of approximately \$7.4 million.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated as of July 29, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TAMBORAN RESOURCES CORPORATION**

Date: July 30, 2024

By: /s/ Eric Dyer  
Eric Dyer  
Chief Financial Officer

**Tamboran Announces Partial Exercise of Underwriters' Over-Allotment Option****Highlights**

- **Tamboran Resources Corporation (“Tamboran” or the “Company”)** today announced that the underwriters of its previously completed initial public offering (IPO) of common stock on the New York Stock Exchange (NYSE) have partially exercised their over-allotment option to purchase an additional 308,750 shares at a price of US\$24.00 per share. Closing is expected on July 30, 2024, subject to customary closing conditions.
- **The 30-day over-allotment option was granted in connection with Tamboran’s initial public offering of 3,125,000 shares of Common Stock at a price to the public of US\$24.00 per share.**
- **Tamboran intends to use the US\$7.4 million of gross proceeds from the offering as described in the prospectus for the offering to fund the ongoing drilling activities for the proposed Shenandoah South Pilot Project in the Beetaloo Basin.**

July 29, 2024 10:55 PM Eastern Daylight Time

NEW YORK—(BUSINESS WIRE)—Tamboran Resources Corporation (NYSE:TBN):

**Further details**

A registration statement on Form S-1 relating to the proposed offering was declared effective by the U.S. Securities and Exchange Commission on June 26, 2024. Copies of the prospectus relating to the proposed offering may be obtained, when available, from: **BofA Securities, Inc.**, NC1-022-02-25, 201 North Tryon Street, Charlotte, NC 28255-0001, Attention: Prospectus Department, by telephone at 1-800-294-1322, or by email at [dg.prospectus\\_requests@bofa.com](mailto:dg.prospectus_requests@bofa.com); **Citigroup**, Attention: Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 (Tel: 800-831-9146) or **RBC Capital Markets, LLC**, Attention: Equity Capital Markets, 200 Vesey Street, New York, NY 10281, by telephone at 877-822-4089 or by email at [equityprospectus@rbccm.com](mailto:equityprospectus@rbccm.com).

This press release does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the U.S. Securities Act of 1933, as amended.

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## **About Tamboran Resources Corporation**

Tamboran Resources Corporation, (“Tamboran” or the “Company”), through its subsidiaries, is the largest acreage holder and operator with approximately 1.9 million net prospective acres in the Beetaloo Sub-basin within the Greater McArthur Basin in the Northern Territory of Australia.

Tamboran’s key assets include a 38.75% working interest and operatorship in EPs 98, 117 and 76, a 100% working interest and operatorship in EP 136 and a 25% non-operated working interest in EP 161, which are all located in the Beetaloo Basin.

## **Note on Forward-Looking Statements**

The information contained in this release contains certain forward-looking statements. All statements, other than statements of historical fact included herein, included regarding the size, timing or results of the initial public offering are forward-looking statements. When used in this release, words such as “expect,” “project,” “estimate,” “believe,” “anticipate,” “intend,” “budget,” “plan,” “seek,” “may,” “should,” “would,” “could,” “will,” “authorize,” “grant,” the negative of these term and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described in the section entitled “*Risk Factors*” in the prospectus included in the registration statement. These forward-looking statements are based on management’s current belief, based on currently available information, as to the outcome and timing of future events.

Although we believe that the assumptions underlying these forward-looking statements are reasonable, should one or more of the risks or uncertainties described in the prospectus included in the registration statement occur, or should underlying assumptions prove incorrect, actual outcomes and our results and financial condition may differ materially from those indicated in any forward-looking statements. In light of the significant uncertainties inherent in these forward-looking statements, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. All forward-looking statements, expressed or implied, included herein are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

All forward-looking statements, expressed or implied, in this release are based only on information currently available to us and speak only as of the date on which they are made. Except as otherwise required by applicable law, we disclaim any duty to publicly update any forward-looking statement, each of which is expressly qualified by the statements in this section, to reflect events or circumstances after the date of this release.

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Contacts

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