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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): April 14, 2026**

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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**  
(I.R.S. Employer  
Identification No.)

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

**2000**  
(Zip Code)

**Australia +61 2 8330 6626**  
(Registrant's telephone number, including area code)

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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(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 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 3.02 Unregistered Sale of Equity Securities.**

On April 14, 2026, Tamboran Resources Corporation (the “Company”) completed an accelerated non-renounceable institutional entitlement offer to eligible non-U.S. securityholders pursuant to which the Company issued and sold an aggregate of 148,308,400 CHESS Depository Interests (“CDIs”) underpinned by 741,542 shares of common stock (each CDI represents 1/200th of a share of common stock), for aggregate proceeds to the Company of A\$37.1 million at an issue price of A\$0.25 per CDI. The CDIs were offered to existing shareholders of the Company resident in Australia, Bermuda, Canada, Cayman Islands, Germany, Hong Kong, New Zealand, Norway, Singapore, Switzerland, United Arab Emirates, or the United Kingdom. The Company’s issuance and sale of its CDIs were exempt from registration pursuant to Regulation S under the Securities Act of 1933, as amended.

**Item 8.01 Other Events.***Underwritten Offering*

As previously disclosed in a current report on Form 8-K, the Company entered into an Underwriting Agreement (the “Underwriting Agreement”) with RBC Capital Markets, LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters (the “Underwriters”), relating to the previously announced underwritten offering of 2,956,602 shares of common stock of the Company (the “Underwritten Offering”). Under the terms of the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to 443,491 additional shares of common stock (the “Option Shares”). On April 10, 2026, the Underwriters exercised their option to purchase all of the Option Shares. The purchase and sale of the Option Shares closed on April 14, 2026, resulting in additional net proceeds of \$14.7 million.

A copy of the legal opinion of Latham & Watkins LLP relating to the validity of the issuance and sale of the Option Shares is filed as Exhibit 5.1 to this Current Report on Form 8-K and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

*Registered Direct Institutional Entitlement Offer*

As previously disclosed in a current report on Form 8-K, the Company entered into certain share purchase agreements, by and between the Company and certain purchasers (the “Purchasers” and, such agreements, the “Purchase Agreements”), pursuant to which the Company agreed to sell shares of the Company’s common stock in a registered direct institutional entitlement offering at a price of \$35.00 per share. On April 14, 2026, the Company closed a portion of the registered direct institutional entitlement offering, resulting in the issuance and sale of an aggregate of 916,412 shares of common stock (the “Initial RDO Shares”). The remaining portion of the registered direct institutional entitlement offering, consisting of approximately 96,698 shares of common stock, is expected to close on or about April 15, 2026, subject to customary closing conditions.

A copy of the legal opinion of Latham & Watkins LLP relating to the validity of the issuance and sale of the Initial RDO Shares is filed as Exhibit 5.2 to this Current Report on Form 8-K and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP (Option Shares)</a>
5.2	<a href="#">Opinion of Latham &amp; Watkins LLP (RDO Shares)</a>
23.1	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>
23.2	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.2)</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: April 14, 2026

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

300 Colorado Street, Suite 2400  
 Austin, TX 78701  
 Tel: +1.737.910.7300 Fax: +1.737.910.7301  
 www.lw.com

# LATHAM & WATKINS LLP

April 14, 2026

Tamboran Resources Corporation  
 Level 39, Suite 1, Tower One  
 100 Barangaroo Avenue  
 Barangaroo NSW 2000, Australia

## FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

Re: Registration Statement No. 333-294908; 443,491 shares of common stock, par value \$0.001 per share.

To the addressee set forth above:

We have acted as special counsel to Tamboran Resources Corporation, a Delaware corporation (the “*Company*”), in connection with the proposed issuance of up to 443,491 shares of common stock, \$0.001 par value per share (the “*Shares*”). The Shares are included in an automatic shelf registration statement on Form S-3 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on April 7, 2026 (Registration No. 333-294908) (as amended, the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the form of underwriting agreement most recently filed as an exhibit to the

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April 14, 2026

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**LATHAM & WATKINS**<sup>LLP</sup>

Registration Statement, the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Company's Form 8-K dated April 14, 2026 and to the reference to our firm in the prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

300 Colorado Street, Suite 2400  
 Austin, TX 78701  
 Tel: +1.737.910.7300 Fax: +1.737.910.7301  
 www.lw.com

# LATHAM & WATKINS<sup>LLP</sup>

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Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

April 14, 2026

Tamboran Resources Corporation  
 Level 39, Suite 1, Tower One  
 100 Barangaroo Avenue  
 Barangaroo NSW 2000, Australia

Re: Registration Statement on Form S-3 (No. 333-294908): 916,412 shares of Common Stock, par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to Tamboran Resources Corporation, a Delaware corporation (the “*Company*”), in connection with the issuance of 916,412 shares of common stock, \$0.001 par value per share (the “*Shares*”). The Shares are included in an automatic shelf registration statement on Form S-3 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on April 7, 2026 (Registration No. 333-294908, as amended, the “*Registration Statement*”), a base prospectus dated April 7, 2026 (the “*Base Prospectus*”) and a prospectus supplement dated April 7, 2026 filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “*Prospectus*”). The Shares are being sold pursuant to share purchase agreements dated as of April 8, 2026 by and between the Company and the purchasers named therein (the “*Purchase Agreements*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws.

**LATHAM & WATKINS**<sup>LLP</sup>

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Purchase Agreements, the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Company's Form 8-K dated April 14, 2026 and to the reference to our firm in the Prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP