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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 13, 2026

Tamboran Resources Corporation

(Exact name of registrant as specified in its charter)

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

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. ☐

Item 5.07 Submission of Matters to a Vote of Security Hold.

On January 13, 2026, Tamboran Resources Corporation (the “Company”) held a Special Meeting of Stockholders (the “2025 Special Meeting”) where the following matters were voted upon by the Company’s stockholders:

1. Ratification and approval, for the purposes of ASX Listing Rule 7.4 and for all other purposes, of the issue of 2,673,111 shares of Common Stock pursuant to the Company’s Public Offering.
2. Approval of the Company’s October 2025 PIPE Financing and issuance of shares of Common Stock pursuant to the Company’s October 2025 PIPE Financing.
3. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 133,655 shares of Common Stock to Mr. Bryan Sheffield under the October 2025 PIPE Financing.
4. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 181,274 shares of Common Stock to Mr. Scott Sheffield under the October 2025 PIPE Financing.
5. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 11,904 shares of Common Stock to Mr. Richard Stoneburner under the October 2025 PIPE Financing.
6. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 23,809 shares of Common Stock to Mr. Ryan Dalton under the October 2025 PIPE Financing.
7. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 23,809 shares of Common Stock to Mr. Phillip Pace under the October 2025 PIPE Financing.
8. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 9,523 shares of Common Stock to Mr. Fredrick Barrett under the October 2025 PIPE Financing.
9. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 4,761 shares of Common Stock to Mr. Jeffrey Bellman under the October 2025 PIPE Financing.
10. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 10,000 shares of Common Stock to Mr. David Siegel under the October 2025 PIPE Financing.
11. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 6,000 shares of Common Stock to Mr. Robert Siegel under the October 2025 PIPE Financing.
12. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,323 shares of Common Stock to Mr. Tom Robb under the October 2025 PIPE Financing.
13. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 11,904 shares of Common Stock to Ms. Sarah Pacheco under the October 2025 PIPE Financing.
14. Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issue of 1,105,415 shares of Common Stock to the October PIPE Investors under the October 2025 PIPE Financing.
15. Approval of the issuance of shares of Common Stock to certain directors, officers, and employees of the Company pursuant to the Company’s October 2025 PIPE Financing.

As noted in the proxy statement for the 2025 Special Meeting, under the rules of the ASX, the Company disregarded votes cast in favor of certain proposals for those shareholders who may have had an interest in the outcome thereof, which voting exclusions impacted the final voting results reflected below.

The following is a summary of the voting results for each matter presented to the Company’s stockholders:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
1. Ratification and approval, for the purposes of ASX Listing Rule 7.4 and for all other purposes, of the issue of 2,673,111 shares of Common Stock pursuant to the Company’s Public Offering.	11,276,957	30,177	61,604	0
2. Approval of the Company’s October 2025 PIPE Financing and issuance of shares of Common Stock pursuant to the Company’s October 2025 PIPE Financing.	10,975,430	329,396	63,912	0
3. Approval, for purposes of ASX Listing Rule	11,026,510	339,097	3,131	0

10.11 and for all other purposes, of the issue of 133,655 shares of Common Stock to Mr. Bryan Sheffield under the October 2025 PIPE Financing.

FOR

AGAINST

ABSTAIN

**BROKER NON-
VOTES**

4. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 181,274 shares of Common Stock to Mr. Scott Sheffield under the October 2025 PIPE Financing.

FOR
11,026,213

AGAINST
339,347

ABSTAIN
3,178

**BROKER NON-
VOTES**
0

5. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 11,904 shares of Common Stock to Mr. Richard Stoneburner under the October 2025 PIPE Financing.

FOR
11,026,236

AGAINST
339,325

ABSTAIN
3,177

**BROKER NON-
VOTES**
0

6. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 23,809 shares of Common Stock to Mr. Ryan Dalton under the October 2025 PIPE Financing.

FOR
11,026,236

AGAINST
339,325

ABSTAIN
3,177

**BROKER NON-
VOTES**
0

7. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 23,809 shares of Common Stock to Mr. Phillip Pace under the October 2025 PIPE Financing.

FOR
11,026,236

AGAINST
339,325

ABSTAIN
3,177

**BROKER NON-
VOTES**
0

8. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 9,523 shares of Common Stock to Mr. Fredrick Barrett under the October 2025 PIPE Financing.

FOR
10,980,838

AGAINST
339,525

ABSTAIN
48,375

**BROKER NON-
VOTES**
0

9. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 4,761 shares of Common Stock to Mr. Jeffrey Bellman under the October 2025 PIPE Financing.

FOR
11,028,637

AGAINST
339,275

ABSTAIN
826

**BROKER NON-
VOTES**
0

10. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 10,000 shares of Common Stock to Mr. David Siegel under the October 2025 PIPE Financing.

FOR
11,026,236

AGAINST
339,325

ABSTAIN
3,177

**BROKER NON-
VOTES**
0

11. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 6,000 shares of Common Stock to Mr. Robert Siegel under the October 2025 PIPE Financing.

FOR
11,026,236

AGAINST
339,325

ABSTAIN
3,177

**BROKER NON-
VOTES**
0

12. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 2,323 shares of Common Stock to Mr. Tom Robb

11,025,171

340,389

3,178

0

under the October 2025 PIPE Financing.

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON- VOTES</u>
13. Approval, for purposes of ASX Listing Rule 10.11 and for all other purposes, of the issue of 11,904 shares of Common Stock to Ms. Sarah Pacheco under the October 2025 PIPE Financing.	11,027,858	337,704	3,176	0

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON- VOTES</u>
14. Approval, for purposes of ASX Listing Rule 7.1 and for all other purposes, of the issue of 1,105,415 shares of Common Stock to the October PIPE Investors under the October 2025 PIPE Financing.	11,264,691	40,900	63,147	0

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON- VOTES</u>
15. Approval of the issuance of shares of Common Stock to certain directors, officers, and employees of the Company pursuant to the Company's October 2025 PIPE Financing.	11,026,388	339,449	2,901	0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

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: January 14, 2026

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

