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): March 31, 2026

Tamboran Resources Corporation

(Exact name of registrant as specified in its charter)

Delaware	001-42149	93-4111196
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 1.01 Entry into a Material Definitive Agreement.

On March 31, 2026, Tamboran Resources Corporation, a Delaware corporation ("Tamboran"), Tamboran (Beetaloo) Pty Ltd, a company organized under the laws of Australia and an indirect wholly owned subsidiary of Tamboran ("Australia Sub"), Tamboran Resources Investments Holding Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Tamboran ("U.S. Sub"), and Falcon Oil & Gas Ltd., a corporation incorporated under the Business Corporations Act (British Columbia) ("Falcon") entered into an Amending Agreement (the "Amendment") to that certain Arrangement Agreement, dated as of September 30, 2025, by and among Tamboran, Australia Sub, U.S. Sub and Falcon (together with the Amendment, the "Arrangement Agreement").

Pursuant to the Amendment, the parties amended the termination date from March 30, 2026 to April 30, 2026 (the "Termination Date"); provided, however, that if, as of April 30, 2026, (i) the conditions to closing relating to governmental or regulatory approvals have not been satisfied or waived, or (ii) the Office of Foreign Assets Control of the U.S. Department of the Treasury has not issued Tamboran an amended license permitting the parties to consummate the Arrangement (as defined in the Arrangement Agreement), but all other conditions to closing have been satisfied (or are capable of being satisfied) or waived, then the Termination Date shall automatically be extended to June 30, 2026. All other terms of the Arrangement Agreement remain the same.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the Amendment, which is attached as Exhibit 2.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
2.1	Amending Agreement, dated as of March 31, 2026, by and among Tamboran Resources Corporation, Tamboran (Beetaloo) Pty Ltd, Tamboran Resources Investments Holding Corporation and Falcon Oil & Gas Ltd.
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: April 6, 2026

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

AMENDING AGREEMENT

THIS AMENDING AGREEMENT (this "**Amending Agreement**") is made as of March 31, 2026 **AMONG:**

TAMBORAN RESOURCES CORPORATION, a corporation organized and existing under the laws of the State of Delaware ("**Tamboran**")

- and –

TAMBORAN (BEETALOO) PTY LTD, a company organized under the laws of Australia

- and –

TAMBORAN RESOURCES INVESTMENTS HOLDING CORPORATION, a corporation organized and existing under the laws of the State of Delaware

- and -

FALCON OIL & GAS LTD., a corporation incorporated under the Laws of British Columbia, Canada (the "**Company**")

WHEREAS Tamboran and the Company *inter alia* entered into an arrangement agreement (the "**Arrangement Agreement**") dated as of September 30, 2025 which contemplates, an arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "**Plan of Arrangement**");

AND WHEREAS the Plan of Arrangement is set forth as Exhibit B of the Arrangement Agreement;

AND WHEREAS Section 7.9 of the Arrangement Agreement allow the Parties, *inter alia*, to amend the Arrangement Agreement, at any time and from time to time, in accordance with the terms and conditions set forth therein;

AND WHEREAS the Parties wish to amend the Arrangement Agreement pursuant to Section 7.9 of the Arrangement Agreement to extend the Termination Date .

NOW THEREFORE THIS AGREEMENT WITNESSETH THAT in consideration of the foregoing and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. All capitalized terms used but not otherwise defined in this Amending Agreement shall have the respective meaning ascribed to them in the Arrangement Agreement.

2. Pursuant to Section 7.9 of the Arrangement Agreement, effective as of the execution hereof, Section 6.1(b)(i) of the Arrangement Agreement is hereby deleted in its entirety and replaced with the following:

   "(i) the Effective Date has not occurred on or prior to April 30, 2026 (the "**Termination Date**"); *provided, however*, that if on such date, (A) the conditions to Closing set forth in Section 5.1(c) shall not have been satisfied or waived or (B) OFAC has not issued Parent a license permitting the Parties to consummate the Arrangement in accordance with the

terms of this Arrangement Agreement and the Plan of Arrangement, but all other conditions to the Closing shall have been satisfied (or in the case of conditions that by their terms are to be satisfied at the Closing, shall be capable of being satisfied on such date) or waived, then the Termination Date shall automatically be extended to June 30, 2026; *provided further, however*, that the right to terminate this Agreement under this Section 6.1(b)(i) shall not be available to any Party whose breach of this Agreement has been the primary cause of the failure of the Effective Date to occur on or prior to the Termination Date;

3. Except for the foregoing amendments, the Parties acknowledge and confirm that the Arrangement Agreement shall remain in full force and effect, unamended, and, upon the execution of this Amending Agreement, the Arrangement Agreement and this Amending Agreement shall be deemed to constitute the entire Arrangement Agreement. Any reference to the Arrangement Agreement or the Plan of Arrangement (including "hereof," "herein," "hereunder," "hereby" and "this Agreement") shall be to the Arrangement Agreement or the Plan of Arrangement, as applicable, as amended by this Amending Agreement.

4. This Amending Agreement shall not confer any rights or remedies upon any Person other than the Parties and their respective successors and permitted assigns.

5. Sections 7.4, 7.6 through 7.8, 7.10 through 7.12 and 7.14 of the Arrangement Agreement (as amended by this Amending Agreement) shall apply mutatis mutandis to this Amending Agreement, as if set forth in full herein.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF the Parties have executed this Amending Agreement as of the date first above written.

TAMBORAN RESOURCES CORPORATION

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

TAMBORAN (BEETALOO) PTY LTD

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

TAMBORAN RESOURCES INVESTMENTS HOLDING CORPORATION

By: Tamboran Resources Investments Corporation, its sole stockholder

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

FALCON OIL & GAS LTD.

By: /s/ Philip O'Quigley
Name: Philip O'Quigley
Title: Chief Executive Officer