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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): May 28, 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)

**93-411196**  
(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

Not Applicable

(Former name or former address, if changed since last report)

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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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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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## **Introductory Note**

On May 28, 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”), and Tamboran Resources Investments Holding Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Tamboran (“U.S. Sub”), completed the previously announced acquisition of all of the subsidiaries of Falcon Oil & Gas Ltd., a corporation incorporated under the *Business Corporations Act* (British Columbia) (“Falcon” and such transaction, the “Arrangement”), pursuant to an Arrangement Agreement, dated as of September 30, 2025, by and among Tamboran, Australia Sub, U.S. Sub and Falcon as amended by that certain Amending Agreement dated as of March 31, 2026, by and among Tamboran, Australia Sub, U.S. Sub and Falcon (the “Arrangement Agreement”). The Arrangement was effected by way of a plan of arrangement under the Business Corporations Act (*British Columbia*) (the “Plan of Arrangement”).

### **Item 2.01 Completion of Acquisition or Disposition of Assets.**

The information set forth in the Introductory Note of this Current Report on Form 8-K (this “Report”) is incorporated by reference into this Item 2.01.

Pursuant to the terms of the Arrangement Agreement and the Plan of Arrangement, at the effective time of the Arrangement (the “Effective Time”), (a) Australia Sub acquired from Falcon approximately 98.1% of the issued and outstanding equity interests (the “Falcon Interests”) of Falcon Oil & Gas Australia Limited, a company organized under the laws of Australia (“Falcon Australia”), which represented all of Falcon’s interests in Falcon Australia, and (b) U.S. Sub acquired from Falcon all of the issued and outstanding equity interests (together with the Falcon Interests, the “Subject Interests”) of (i) TXM Oil and Gas Exploration Kft., a company incorporated under the laws of Hungary, (ii) Falcon Oil & Gas Ireland Limited, a company incorporated under the laws of Ireland, (iii) Falcon Oil & Gas Holdings Ireland Limited, a company incorporated under the laws of Ireland, and (iv) Falcon Exploration and Production South Africa (Pty) Ltd, a company incorporated under the laws of South Africa. In exchange for the Subject Interests, Tamboran (a) issued to Falcon 6,537,503 shares (the “Stock Consideration”) of its common stock, par value \$0.001 per share (the “Tamboran Common Stock”), and (b) paid \$23,663,080 in cash (the “Cash Consideration”).

Each option to purchase common shares in the capital of Falcon granted to certain directors and officers of Falcon pursuant to the stock option plan of Falcon dated November 19, 2004, as amended, that was outstanding immediately prior to the Effective Time, whether vested or unvested, was deemed to be surrendered to Falcon for termination and cancellation effective immediately prior to the Effective Time. At the Effective Time, Tamboran entered into consulting agreements with certain directors and officers of Falcon, pursuant to which Tamboran issued to those directors and officers options to purchase an aggregate of 369,084 shares of Tamboran Common Stock at an exercise price of \$21.94 per share.

The foregoing description has been included to provide investors and security holders with information regarding the Arrangement, the Arrangement Agreement and the Plan of Arrangement and does not purport to be complete and is qualified in its entirety by reference to the full text of the Arrangement Agreement and the Amending Agreement, which are attached hereto as Exhibits 2.1 and 2.2 and are incorporated herein by reference.

### **Item 3.02 Unregistered Sales of Equity Securities.**

The disclosure set forth above in the Introductory Note of this Report with respect to the Stock Issuance is incorporated by reference herein. Effective as of the Effective Time, the Stock Consideration was issued in reliance upon Section 3(a)(10) of the Securities Act of 1933, as amended (the “Securities Act”), which exempts from the registration requirements under the Securities Act any securities that are issued in exchange for one or more bona fide outstanding securities where the terms and conditions of such issuance and exchange are approved, after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange shall have the right to appear, by any court expressly authorized by law to grant such approval.

### **Item 7.01 Regulation FD Disclosure.**

On May 28, 2026, Tamboran issued a press release announcing the completion of the transactions contemplated by the Arrangement Agreement. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act or the Exchange Act.

### **Item 8.01 Other Events.**

In connection with the closing of the Arrangement, on April 14, 2026, the Supreme Court of British Columbia (the “Court”) issued and entered a final order (the “Final Order”) approving the Plan of Arrangement, subject to certain amendments thereto, following a hearing by the Court which considered, among other things, the fairness of the Arrangement to certain Falcon shareholders subject to sanctions (referred to herein as the “Subject Shareholder”). Pursuant to the Final Order, the Subject Shareholder was deemed to have exercised its right to dissent in respect of the special resolution of Falcon’s shareholders approving the Arrangement and, as a result, the Final Order directs that the Subject Shareholder is entitled to receive the greater of (i) the Cash Consideration or (ii) the fair value of the Subject Shareholder’s shares in Falcon as determined by the Court in accordance with Section 245 of the Business Corporations Act (British Columbia) (the “Excess Payment”). The Final Order requires that the Cash Consideration and, to the extent required, the Excess Payment, be remitted by Tamboran directly into an existing blocked account at a U.S. financial institution in the name of the Subject Shareholder, in accordance with applicable sanctions laws. Pursuant to the Final Order, to the extent any portion of the Cash Consideration or the Excess Payment, as applicable, remains unclaimed by the Subject Shareholder,

neither the Cash Consideration nor the Excess Payment, as applicable, will revert to Tamboran.

**Item 9.01 Financial Statements and Exhibits.**

(a) *Financial statements of businesses acquired.*

As permitted by Item 9.01(a)(3) of Form 8-K, any financial statements required by this Item will be filed by amendment to this Report within 71 days following the date on which this Report is required to be filed.

(b) *Pro forma financial information.*

As permitted by Item 9.01(a)(3) of Form 8-K, any pro forma financial statements required by this Item will be filed by amendment to this Report within 71 days following the date on which this Report is required to be filed.

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
2.1*	<u>Arrangement Agreement, dated as of September 30, 2025, by and among Tamboran Resources Corporation, Tamboran (Beetaloo) Pty Ltd, Tamboran Resources Investments Holding Corporation and Falcon Oil &amp; Gas Ltd.</u> (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Tamboran Resources Corporation on September 30, 2025).
2.2	<u>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 &amp; Gas Ltd.</u> (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Tamboran Resources Corporation on April 6, 2026).
99.1	<u>Press Release dated May 28, 2026.</u>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

\* Schedules and similar attachments have been omitted pursuant to Item 601(a)(5) of Regulation S-K. Tamboran agrees to furnish a supplemental copy of any omitted schedule or attachment to the SEC upon request; provided, that Tamboran may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act for any schedules and similar attachments so furnished.

**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: May 28, 2026

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





## ANNOUNCEMENT

May 28, 2026

Tamboran Resources Corporation (NYSE: TBN, ASX: TBN)

### Tamboran completes acquisition of subsidiaries of Falcon Oil & Gas Ltd.

#### Highlights

- Tamboran Resources has completed the acquisition of Falcon Oil & Gas Ltd. (Falcon) via the acquisition of its subsidiaries following receipt of final court approval from the Supreme Court of British Columbia.
- Completion of the transaction results in Tamboran holding ~2.8 million net prospective acres, representing the largest acreage position in the Beetaloo Basin depocenter.
- Upon completion of the transaction, Tamboran issued 6,537,503 shares of Common Stock to eligible shareholders of Falcon. Tamboran now has 34,856,412 shares of Common Stock issued including equivalent CHES Depositary Interests (CDIs) with a pro forma market capitalisation of approximately US\$1.2 billion, based on the close of trading on the New York Stock Exchange (NYSE) on Wednesday May 27, 2026.

**Tamboran Resources Corporation Chief Executive Officer, Mr. Todd Abbott, said:**

*"I would like to thank both Falcon and Tamboran shareholders for their strong support and approval of the transaction. This acquisition represents a logical consolidation between the two companies and provides the combined company with the largest acreage position in the Beetaloo Basin with approximately 2.8 million net prospective acres, which covers the majority of the Beetaloo depocenter.*

*"Our focus now turns to the 2026 operating program, which is planned to be our most active year of operations in the Beetaloo Basin, including the drilling of at least four wells and stimulation of at least five.*

*"Tamboran has commenced the three-well stimulation program on the SS2 well pad, with the wells expected to be tied into the Sturt Plateau Compression Facility during the third quarter of 2026. First gas sales from the commissioning of the Pilot Project remain on track for 3Q 2026."*

#### Tamboran Resources Corporation

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Suite 1, Level 39, 100 Barangaroo Avenue,  
Barangaroo NSW 2000, Australia

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### **Final Order**

As required under the Final Order, a Falcon shareholder was deemed to have exercised the right to dissent the transaction. The shareholder is entitled to receive the greater of the cash consideration or the fair value of their shares in Falcon, as determined by the court.

The shareholder will not become a shareholder of Tamboran as a result of the transaction. The cash consideration to the shareholder will be placed into an existing blocked account at a U.S. financial institution, in accordance with applicable sanctions laws. Tamboran and Falcon will be responsible for any fair value as determined by the court.

### **Advisors**

Latham & Watkins LLP, Torys LLP, White & Case LLP and Lakatos, Köves and Partners (LKT) served as legal advisors to Tamboran.

***This announcement was approved and authorised for release by Mr. Todd Abbott, the Chief Executive Officer of Tamboran Resources Corporation.***

### **Investor enquiries:**

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[Investors@tamboran.com](mailto:Investors@tamboran.com)

### **Media enquiries:**

+61 2 8330 6626

[Media@tamboran.com](mailto:Media@tamboran.com)

### **About Tamboran Resources Corporation**

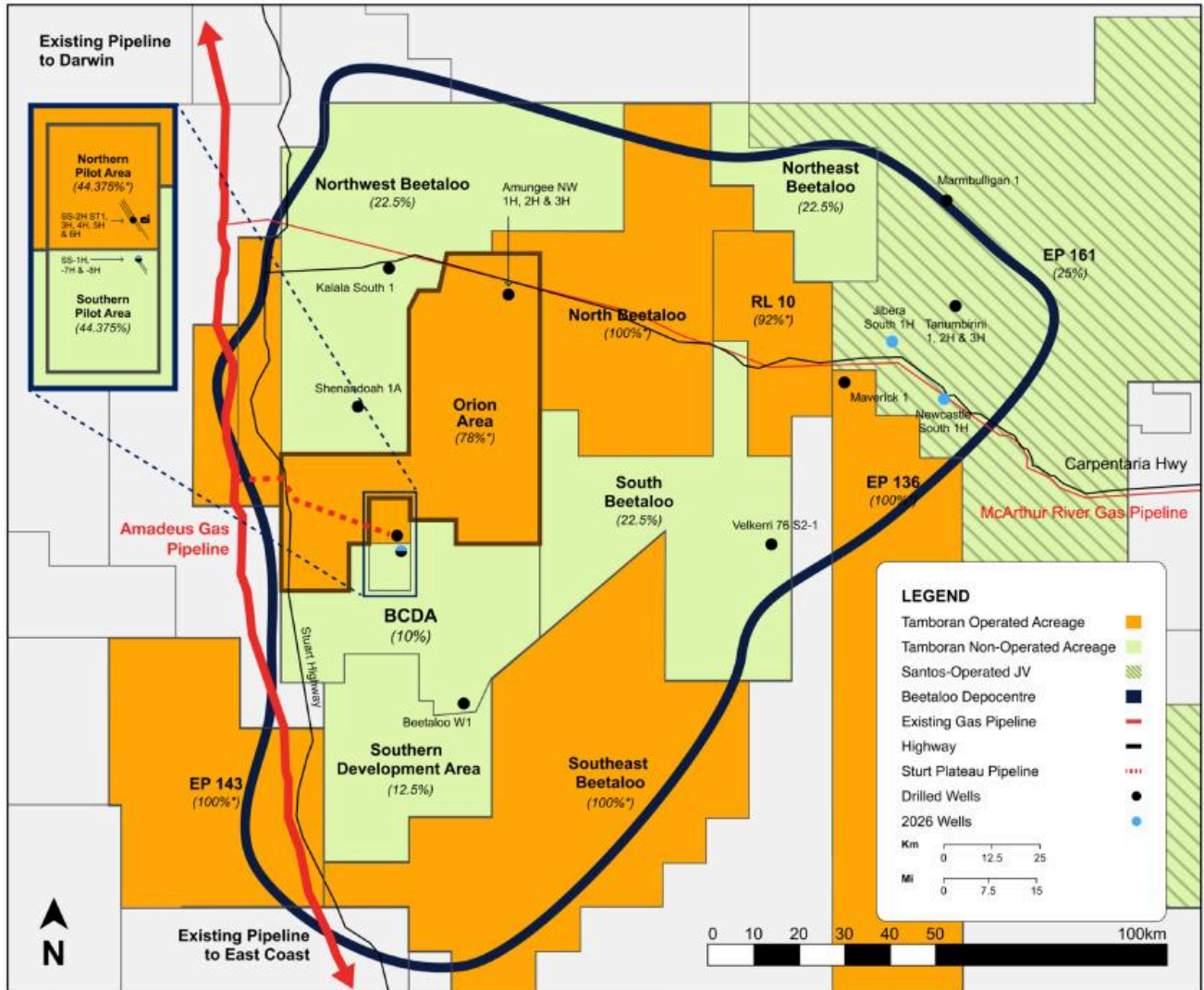
Tamboran Resources Corporation (NYSE/ASX: TBN) is a growth-driven independent natural gas exploration and production company. Tamboran is focused on an integrated approach to the commercial development of the natural gas resources in the Beetaloo Basin located within the Northern Territory of Australia. Through its subsidiaries, Tamboran holds approximately 2.8 million net prospective acres and is the largest acreage holder in the Beetaloo Basin depocenter.







Figure 1: Tamboran acreage position across the Beetaloo Basin depocenter









## **Disclaimer**

Tamboran makes no representation, assurance or guarantee as to the accuracy or likelihood of fulfilment of any forward-looking statement or any outcomes expressed or implied in any forward-looking statement. The forward-looking statements in this report reflect expectations held at the date of this document. Except as required by applicable law or the ASX Listing Rules, Tamboran disclaims any obligation or undertaking to publicly update any forward-looking statements, or discussion of future financial prospects, whether as a result of new information or of future events.

The information contained in this announcement does not take into account the investment objectives, financial situation or particular needs of any recipient and is not financial product advice. Before making an investment decision, recipients of this announcement should consider their own needs and situation and, if necessary, seek independent professional advice. To the maximum extent permitted by law, Tamboran and its officers, employees, agents and advisers give no warranty, representation or guarantee as to the accuracy, completeness or reliability of the information contained in this presentation. Further, none of Tamboran nor its officers, employees, agents or advisers accept, to the extent permitted by law, responsibility for any loss, claim, damages, costs or expenses arising out of, or in connection with, the information contained in this announcement.

## **Forward-Looking Statements**

Certain statements in this news release concerning the transaction, including any statements regarding the results, effects, benefits and synergies of the transaction, future opportunities for the combined company, future financial performance and condition, guidance and any other statements regarding Tamboran's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements based on management's current expectations, assumptions and estimates on the date hereof, and there can be no assurance that actual strategies, actions or results will not differ materially from expectations. Forward-looking statements are all statements other than statements of historical facts. The words "anticipate," "believe," "ensure," "expect," "if," "intend," "estimate," "probable," "project," "forecasts," "predict," "outlook," "aim," "will," "could," "should," "would," "potential," "may," "might," "likely," "plan," "positioned," "strategy," and similar expressions or other words of similar meaning, and the negatives thereof, are intended to identify forward-looking statements. Specific forward-looking statements include statements regarding Tamboran's plans and expectations with respect to the anticipated impact of the transaction on the combined company's results of operations, financial position, growth opportunities and competitive position. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995.

It is possible that Tamboran's future financial performance may differ from expectations due to a variety of factors, including but not limited to: Tamboran's ability to integrate Falcon's operations and assets in a successful manner and in the expected time period and the possibility that any of the anticipated benefits







and projected synergies of such acquisition will not be realized or will not be realized within the expected time period; our early stage of development with no material revenue expected until the second half of 2026 and our limited operating history; the substantial additional capital required for our business plan, which we may be unable to raise on acceptable terms; our strategy to deliver natural gas to the Australian East Coast and select Asian markets being contingent upon constructing additional pipeline capacity, which may not be secured; the absence of proved reserves and the risk that our drilling may not yield natural gas in commercial quantities or quality; the speculative nature of drilling activities, which involve significant costs and may not result in discoveries or additions to our future production or reserves; the challenges associated with importing U.S. practices and technology to the Northern Territory, which could affect our operations and growth due to limited local experience; the critical need for timely access to appropriate equipment and infrastructure, which may impact our market access and business plan execution; the operational complexities and inherent risks of drilling, completions, workover, and hydraulic fracturing operations that could adversely affect our business; the volatility of natural gas prices and its potential adverse effect on our financial condition and operations; the risks of construction delays, cost overruns, and negative effects on our financial and operational performance associated with midstream projects; the potential fundamental impact on our business if our assessments of the Beetaloo are materially inaccurate; the concentration of all our assets and operations in the Beetaloo, making us susceptible to region-specific risks; the substantial doubt raised by our recurring operational losses, negative cash flows, and cumulative net losses about our ability to continue as a going concern; complex laws and regulations that could affect our operational costs and feasibility or lead to significant liabilities; community opposition that could result in costly delays and impede our ability to obtain necessary government approvals; exploration and development activities in the Beetaloo that may lead to legal disputes, operational disruptions, and reputational damage due to native title and heritage issues; the requirement to produce natural gas on a Scope 1 net zero basis upon commencement of commercial production, with internal goals for operational net zero, which may increase our production costs; the increased attention to ESG matters and environmental conservation measures that could adversely impact our business operations; risks related to our corporate structure; risks related to our common stock and CDIs; and the other risk factors discussed in the Company's filings with the Securities and Exchange Commission.

These factors are not necessarily all of the factors that could cause Tamboran's actual results, performance, or achievements to differ materially from those expressed in or implied by any of the forward-looking statements. Other unknown or unpredictable factors also could harm Tamboran's results. Additional factors that could cause results to differ materially from those described above can be found in Tamboran's Annual Report on Form 10-K for the fiscal year ended June 30, 2025, and subsequent Quarterly Reports on Form 10-Q, which are on file with the Securities and Exchange Commission (the "SEC") and available from Tamboran's website at [www.tamboran.com](http://www.tamboran.com) under the "Investor Relations" tab, and in other documents Tamboran files with the SEC.

All forward-looking statements speak only as of the date they are made and are based on information available at that time. Tamboran does not assume any obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by applicable securities laws. As forward-







looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.



