

## **Environment, Social and Governance (ESG) Committee Charter**

### **1.1 Role of the Committee and authority**

- (a) The ESG Committee (Committee) assists the board (Board) of Tamboran Resources Limited (Tamboran) in fulfilling its responsibilities for the oversight of Tamboran's sustainability policies and reviewing and updating the Tamboran Sustainability Plan.
- (b) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of Tamboran and the authority to engage external consultants or other professional advisers as it determines necessary to carry out its duties.
- (c) The Committee is a committee of the Board established in accordance with Tamboran's constitution (Constitution) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

### **1.2 Membership**

- (a) The Committee should to the extent practicable given the size and composition of the Board from time to time, comprise of:
  - (i) at least three members;
  - (ii) non-executive directors; and
  - (iii) a majority of directors who are independent (and must satisfy this description to the extent required by statute or regulation).
- (b) Membership of the Committee is as approved by the Board.
- (c) The chair of the Committee (Committee Chair) should be nominated by the Board and be an independent director (and must satisfy this description if required by statute or regulation).
- (d) Members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria.
- (e) The appointment and removal of Committee members is the responsibility of the Board.

- (f) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
- (g) If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.
- (h) The company secretary is secretary to the Committee.

### **1.3 Meetings**

- (a) The Committee will meet at least once annually or as frequently as is required to undertake its role effectively.
- (b) Any Committee member may, and the company secretary must upon request from any member, convene a meeting of the Committee.
- (c) The Committee may invite any executive director, executive or other staff member to attend all or part of a meeting of the Committee.
- (d) The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
- (e) The proceedings of all meetings will be minuted by the company secretary. All minutes of the Committee are available for inspection by any director of the Board.
- (f) A quorum for any meeting will be at least two Committee members.
- (g) The Committee may request the human resources manager to provide any information or carry out any task that may be necessary to enable the Committee properly to carry out its functions and meet its objectives.
- (h) The Committee must obtain approval from the Committee Chair before obtaining advice from external consultants.

### **1.4 Duties and responsibilities**

- (a) The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to:

Overseeing, reviewing and monitoring and reviewing Tamboran's practices and governance in:

- (A) safety
- (B) occupational health
- (C) sustainability
- (D) environment
- (E) climate change

- (F) social performance; and
  - (G) human rights and security of communities, employees and operations
- (b) The Committee will oversee the annual production of a Sustainability Report.
- (c) With regards to sustainability reporting, Tamboran commits to the following:
  - (i) Adopting of the materiality identification framework set by the Sustainability Accounting Standards Board (SASB);
  - (ii) Reporting on climate change using the framework approved by the Task Force on Climate-related Financial Disclosures (TCFD);
  - (iii) Reporting relevant metrics and targets to demonstrate our sustainable approach to operations and becoming a net zero Scope 1 and 2 CO<sub>2</sub>e producer; and
  - (iv) Reporting the impact of our operations on relevant UN Sustainable Development Goals.

### **1.5 Reporting**

- (a) The Committee will:
  - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
  - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
  - (iii) as and when appropriate, seek direction and guidance from the Board on compliance matters.
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.

### **1.6 Committee performance**

- (a) The Committee will review this Charter annually or as often as it considers necessary.
- (b) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (c) The Committee shall make an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.
- (d) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.

The implementation and effectiveness of this Charter is the responsibility of the Committee and the Board.

This Charter is authorised by the Full Board of Tamboran Resources Limited.