

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): **November 2, 2022**



Tellurian Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-5507

(Commission File Number)

06-0842255

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

1201 Louisiana Street, Suite 3100, Houston, TX

(Address of principal executive offices)

77002

(Zip Code)

Registrant's telephone number, including area code: **(832) 962-4000**

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

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, par value \$0.01 per share	TELL	NYSE American LLC
8.25% Senior Notes due 2028	TELZ	NYSE American LLC

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 2.02 Results of Operations and Financial Condition.

The information set forth in Item 7.01 is incorporated by reference in this item.

Item 7.01 Regulation FD Disclosure.

On November 2, 2022, Tellurian Inc. (the “Company”) posted an updated corporate presentation to its website, www.tellurianinc.com. A copy of the presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K, including the information set forth in Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Tellurian Inc. Corporate Presentation, dated as of November 2022
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document (included as 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.

TELLURIAN INC.

Date: November 2, 2022

By: /s/ L. Kian Granmayeh

Name: L. Kian Granmayeh

Title: Executive Vice President and Chief Financial Officer

Tellurian Inc.

Corporate presentation

November 2022

TELLURIAN



Cautionary statements

Forward-looking statements

The information in this presentation includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements. The words "anticipate," "assume," "believe," "budget," "estimate," "expect," "forecast," "initial," "intend," "may," "model," "plan," "potential," "project," "should," "will," "would," and similar expressions are intended to identify forward-looking statements. The forward-looking statements in this presentation relate to, among other things, the benefits of the proposed integrated structure for Driftwood, production and revenues, growing upstream momentum, Driftwood financing matters, future development, margins, cash flow, EBITDA, wells, drilling and other development activities, commodity prices and demand, funding of future phases, liquefaction capacity additions, construction of LNG projects, Driftwood capacity, emissions, future demand and supply affecting LNG and general energy markets, future transactions and other aspects of our business and our prospects and those of other industry participants.

Our forward-looking statements are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments, and other factors that we believe are appropriate under the circumstances. These statements are subject to numerous known and unknown risks and uncertainties which may cause actual results to be materially different from any future results or performance expressed or implied by the forward-looking statements. These risks and uncertainties include those described in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, and our other filings with the Securities and Exchange Commission, which are incorporated by reference in this presentation. Many of the forward-looking statements in this presentation relate to events or developments anticipated to occur numerous years in the future, which increases the likelihood that actual results will differ materially from those indicated in such forward-looking statements.

A full notice to proceed with construction of the Driftwood Project is subject to the completion of financing arrangements that may not be completed within the time frame expected or at all.

The financial information included on slides 4, 7, 9, 10 and 11 is meant for illustrative purposes only and does not purport to show estimates of actual future financial performance. The information on those slides assumes the completion of certain acquisition, financing and other transactions. Such transactions may not be completed on the assumed terms or at all. Actual commodity prices may vary materially from the commodity prices assumed for the purposes of the illustrative financial performance information.

The forward-looking statements made in or in connection with this presentation speak only as of the date hereof. Although we may from time to time voluntarily update our prior forward-looking statements, we disclaim any commitment to do so except as required by securities laws.



The world is critically short natural gas

Natural gas is a complementary cleaner energy source to support global decarbonization.

Global LNG demand has grown ~7% annually over the last five years, with limited capacity additions on the horizon.

Tellurian's integrated model aims to connect low-cost U.S. gas with the global market

Tellurian will be the first integrated global gas pure-play in the U.S. with access to low-cost domestic resource and infrastructure.

Sources: BP Statistical Review, BP World Energy Outlook, Wood Mackenzie.
Note: Tellurian's integrated model creates a physical hedge from upstream operations for Driftwood's natural gas purchases.

Tellurian executive summary

Underinvestment in LNG continuing amid global gas & energy crisis

- 1
 - Nearly all capacity under construction (~135 mtpa) is required to backfill Russian piped gas to Europe in the long run
 - Global natural gas shortage leading to catastrophic consequences, including food shortages and deindustrialization
 - Global CO₂ emissions and global coal consumption expected to reach all-time highs in 2022⁽¹⁾

TELL 3Q22 results demonstrate growing upstream momentum and positive operating cash flow

- 2
 - 3Q22 ending cash balance of \$608mm; 3Q22 upstream segment adjusted EBITDA of ~\$70mm⁽²⁾
 - Upstream: ~25% increase in production and ~51% increase in acreage over 2Q22
 - EnSight Haynesville acquisition closed during 3Q22; 9 additional wells expected to come online during 4Q22

Bechtel commenced construction on Driftwood Phase I in April 2022

- 3
 - Bechtel has been on-site performing clearing, backfilling, piling (since July 2022) and foundation work (first concrete in October 2022) under a limited notice to proceed
 - Site work de-risks the project and provides acceleration options for the EPC schedule upon full notice to proceed

Integrated business model allows U.S. LNG to fulfill global growth needs

- 4
 - Integrated model allows for margins to expand and for higher earnings to offset increased development costs
 - TELL integrated model delivers robust annual operating cash flow (~\$3.9bn on 2027 LNG pricing for Phase I)⁽³⁾
 - 6 mtpa of available Phase I capacity allows for strategic investors to directly access and invest in low-cost U.S. LNG

Source: Tellurian analysis

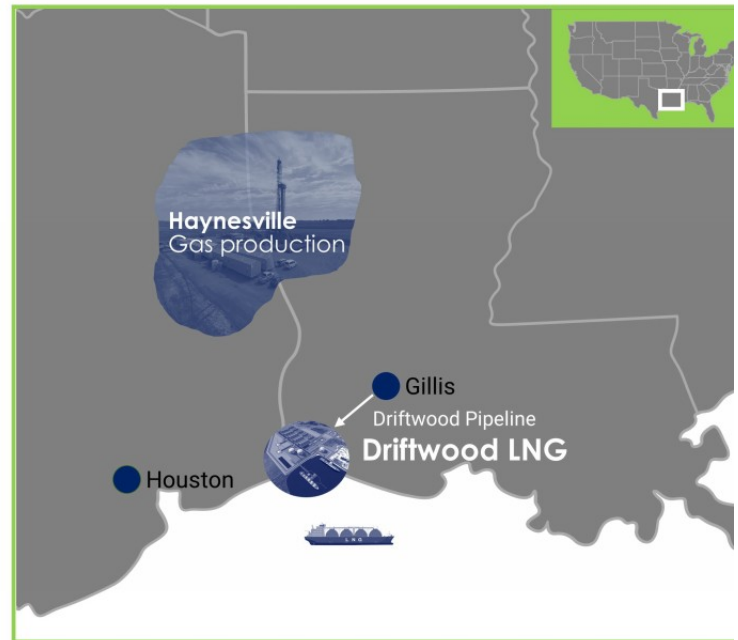
Notes: (1) EA World Energy Outlook 2022.

(2) Non-GAAP measure – see slide 19 for a definition and a reconciliation to the most comparable GAAP measure.

(3) See slide 11 for unit cost and cash flow assumptions.

Tellurian: fully integrated, pure-play LNG

- **Low-cost, integrated business model:** upstream gas production in Haynesville⁽¹⁾, pipeline and LNG terminal in SW Louisiana
- **Pure-play, global gas producer:** monetizing U.S. domestic gas production into premium global gas markets; integration provides cost certainty of supply
- **Bechtel EPC execution:** best-in-class LNG execution; lump sum turnkey with ~30% of overall engineering complete
- **All critical permits secured:** all FERC and DOE permits secured for Driftwood LNG terminal and pipeline
- **Proven management track record:** Tellurian team has originated and executed ~80% of U.S. LNG capacity development and ~37% of global LNG capacity development across four continents
- **Critical role in energy transition:** significant ESG benefits and end-to-end emissions control from owning upstream



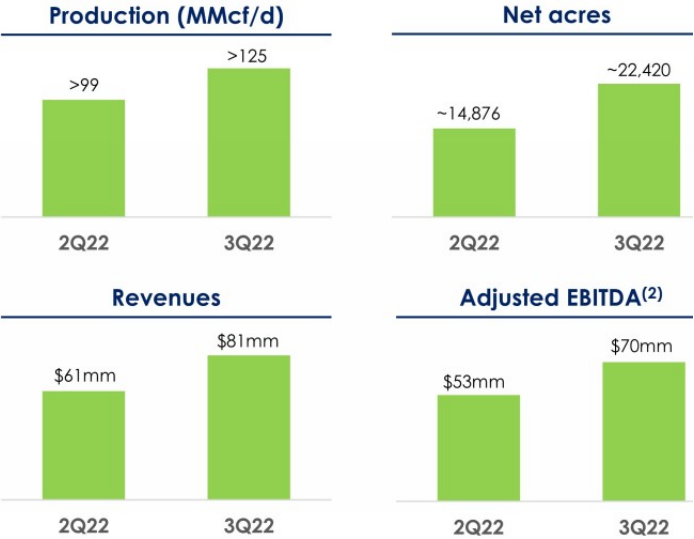
Note: (1) Tellurian's integrated model creates a physical hedge from upstream operations for Driftwood's natural gas purchases.

Upstream: building momentum into 2023

Tellurian Upstream overview

Acreage	<ul style="list-style-type: none"> ■ ~22,420 net acres in DeSoto, Bossier, Caddo and Webster parishes ■ >60% of acreage prospective for Bossier reserves ■ ~75% average operated working interest
Well inventory⁽¹⁾	<ul style="list-style-type: none"> ■ >300 undeveloped, ~60% operated
Gas/ liquids mix	<ul style="list-style-type: none"> ■ 100% gas

Upstream segment 3Q22 growth



Notes: (1) Inventory information as of September 1, 2022 (using August 31, 2022 NYMEX strip pricing) as prepared by Netherland, Sewell & Associates in accordance with the definitions and guidelines set forth in the 2018 Petroleum Resources Management System (PRMS).
 (2) Non-GAAP measure – see slide 19 for a definition and a reconciliation to the most comparable GAAP measure.

Driftwood LNG Phase I (2-plant, ~11 mtpa)



Note: Artist rendering of full 5-plant Driftwood LNG development

Total capacity
~11 mtpa LNG

Feedgas requirement
~550 Bcf/year

2-plant development costs (\$ bn)

■ LNG terminal⁽¹⁾ \$9.0

EPC cost/tonne (\$/tonne) \$815

■ Owner's cost⁽²⁾ 1.7

■ Pipeline⁽³⁾ 0.9

Capital cost/tonne (\$/tonne) \$1,059

■ Financing, interest and other⁽⁴⁾ 2.0

Total development costs \$13.6

Notes: (1) Phase I EPC contract is an estimate provided by Bechtel for the price as of July 2022, subject to refresh before full notice to proceed.

(2) Includes owner's costs, terminal labor, opex prior to LNG production and contingencies.

(3) Includes first phase of pipeline system and pipeline opex prior to LNG construction.

(4) "Other" includes management fee to Tellurian and G&A during construction; "interest" reflects secured overnight financing rates as of October 2022.

Driftwood LNG: construction in progress

Recent Driftwood development activities

- Bechtel commenced construction in April 2022, including:
 - Demolition of existing structures
 - Clearing, grubbing and backfilling
 - Phase 1 piling program, with driving underway
 - Foundation work, with first concrete poured
- Substantially completed the following owner's projects by March 2022
 - Pipeline relocation
 - Highway and road widening
 - Electrical infrastructure removal
 - Drilling of water wells
- Exercised options on the remaining land leases for the terminal
- In June 2022, Tellurian awarded Baker Hughes a contract for electric-drive, zero-emission pipeline compressors for the Lines 200 and 300 pipeline project

Driftwood site and construction progress



Groundwork & piling



Foundation work



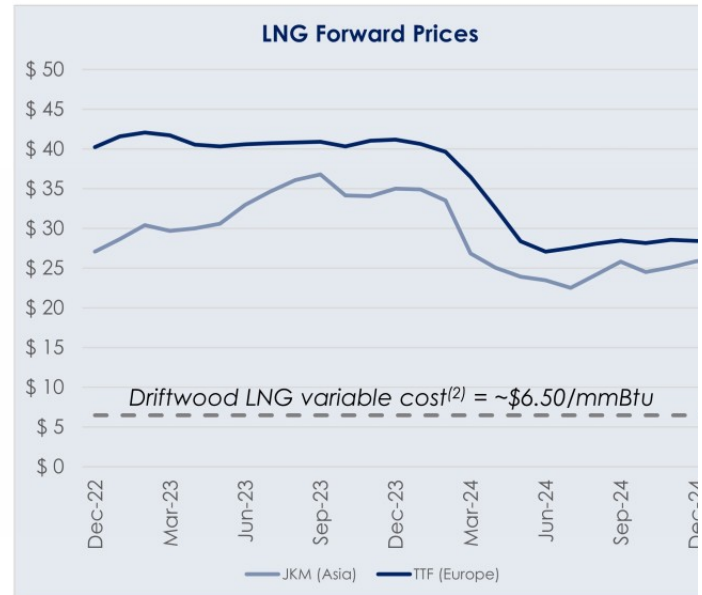
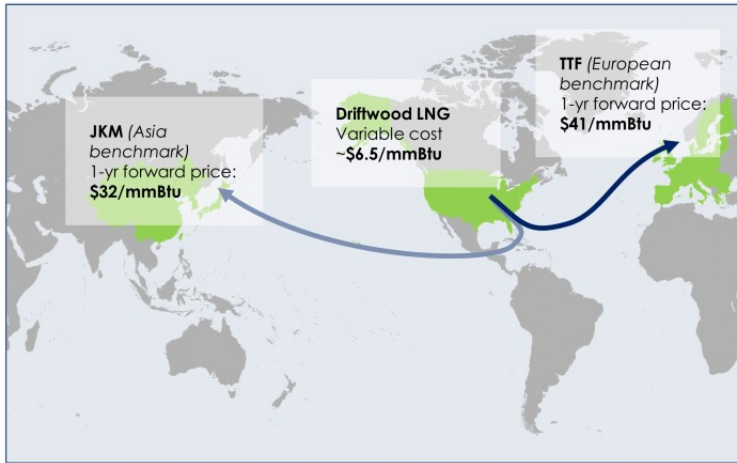
Heavy haul road



Southern berm

Low-cost U.S. supply provides global gas arbitrage

Access to premium global gas market generates up to \$29/mmBtu margin⁽¹⁾ at current forward prices

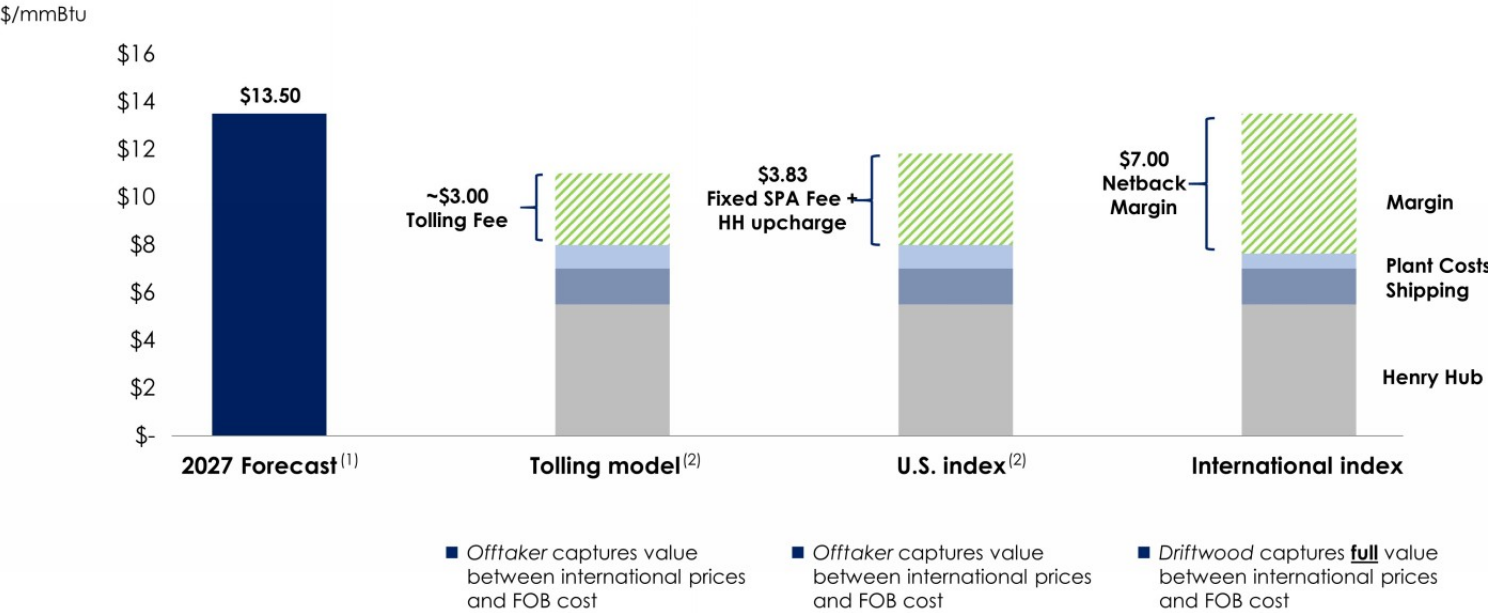


Sources: Wood Mackenzie, IHS Markit, Bloomberg and ICE data via Marketview.

Notes: (1) Assumes 50/50 JKM/TTF based on 10/26/2022 ship pricing, variable cost of \$5.50/mmBtu for gas sourcing based on 2027 IHS Markit LNG and Gas Price Forecast as of October 2022, \$1.00/mmBtu for plant opex and G&A and \$1.50/mmBtu for shipping (implies 50/50 NW Europe/Asia shipping standard LNG carrier long-term charter rates).


(2) Driftwood LNG variable cost assumes \$5.50/mmBtu for gas sourcing based on 2027 IHS Markit LNG and Gas Price Forecast as of October 2022 and \$1.00/mmBtu for plant opex and G&A.

Driftwood captures upside to global prices



Notes: Costs assume \$5.50/mmBtu for Henry Hub based on 2027 IHS Markit LNG and Gas Price Forecast as of October 2022 (rounded to the nearest 25 cents for illustrative purposes), \$1.00/mmBtu for plant opex and G&A, and \$1.50/mmBtu for shipping (implies 50/50 NW Europe/Asia shipping at standard carrier long-term charter rates).
 (1) Assumes 50/50 JKM/TF based on 2027 IHS Markit LNG and Gas Price Forecast as of October 2022 (rounded to the nearest 25 cents for illustrative purposes).
 (2) Tolling model assumes ~\$3.00/mmBtu toll; U.S. index model assumes \$3.00/mmBtu fixed fee plus 15% Henry Hub upcharge.

Illustrative cash flow at 2027 LNG pricing

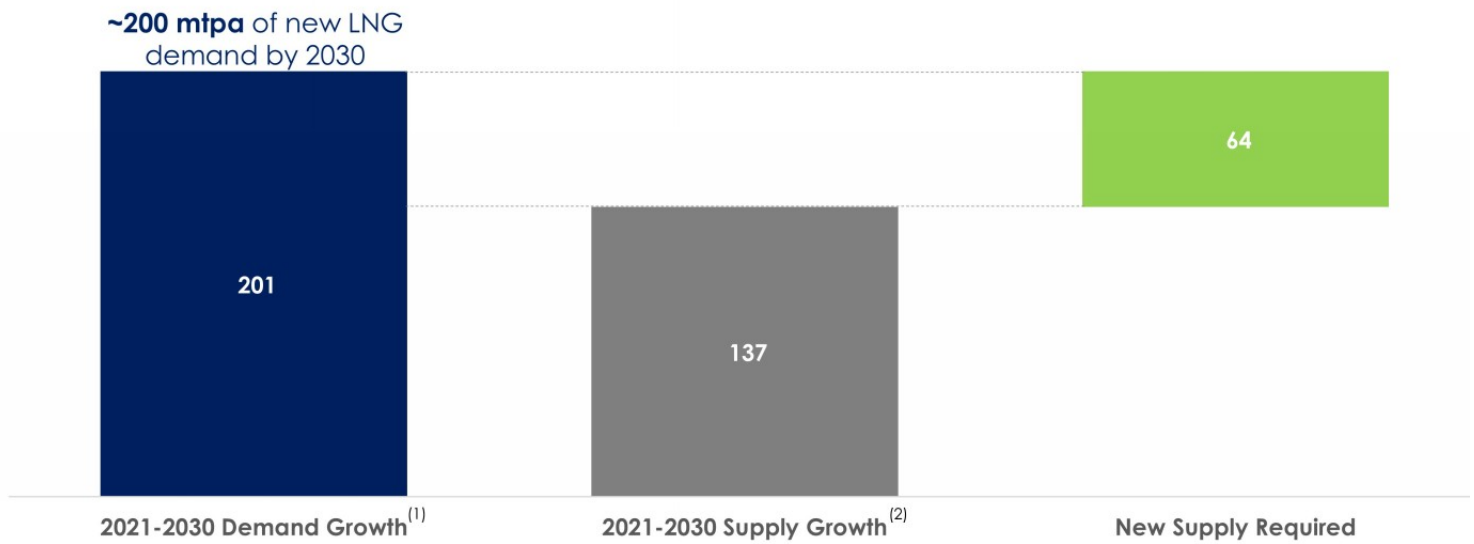
		Phase I (Plants 1-2)		Full Development (Plants 1-5)
LNG sales price^(1,2) (TTF/JKM less transportation, \$/mmBtu)		\$13.50		\$13.50
Gas sourcing⁽¹⁾ (\$/mmBtu)	-	\$5.50	-	\$5.50
Liquefaction and transport (\$/mmBtu)	-	\$1.00	-	\$1.00
Margin (\$/mmBtu)	=	\$7.00	=	\$7.00
Annual capacity	x	~550 Bcf	x	~1,380 Bcf
Illustrative annual operating cash flow to Driftwood LNG	=	\$3.9 billion	=	\$9.7 billion

Plants 3-5 to be funded by cash flow from Phase I

Notes: (1) Based on IHS Market LNG and Gas Price Forecast as of October 2022 (rounded to the nearest 25 cents for illustrative purposes).
 (2) 50% TTF/50% JKM blend with transportation estimate of \$1.50/mmBtu.

LNG demand exceeds supply growth

LNG supply vs. demand growth (mtpa)

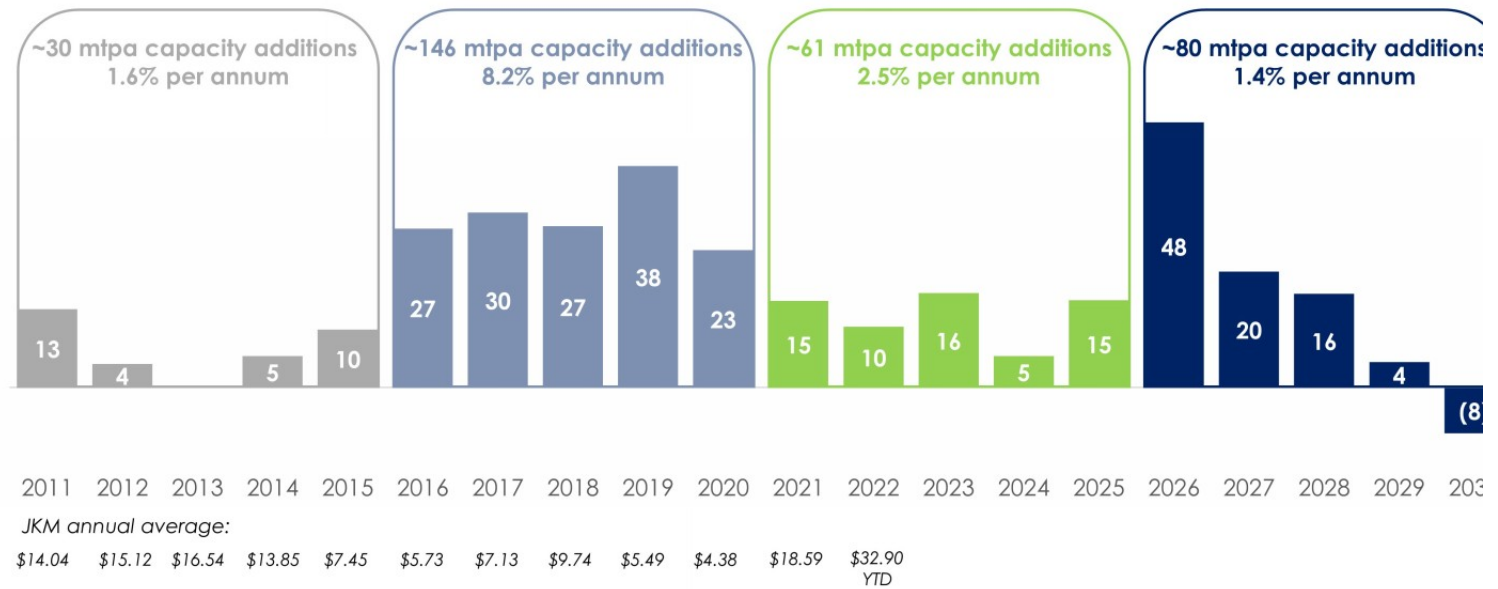


Sources: Wood Mackenzie, Tellurian estimates.

Notes: (1) Based on Wood Mackenzie estimates that global LNG demand will grow 5% p.a. from 2021 to 2030.
(2) Includes supply from projects that have made FID.

Supply fails to keep pace with demand

Global liquefaction capacity additions (mtpa)



Sources: Wood Mackenzie, Platts via MarketView, Tellurian analysis.
 Note: Capacity additions for projects that have reached FID only.

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Appendix



TELLURIAN

Driftwood LNG's ideal site for exports



Access to pipeline infrastructure



Access to power and water



Support from local communities



Site size over 1,200 acres



Insulation from surge, wind and local populations



Berth over 45' depth with access to high seas



Artist rendition

- ✓ Fully permitted
- ✓ EPC contract signed
- ✓ 30% engineering complete
- ✓ Shovel-ready project

Unmatched LNG development experience

Tellurian's management team has >80 years of combined LNG development experience globally



Charif Souki

Executive Chairman of the Board

- Co-founder of Tellurian
- Founded Cheniere in 1996, Chairman and CEO until 2015



Martin Houston

Vice Chairman

- Co-founder of Tellurian
- 32 years at BG Group, retired as COO in 2014



Octávio Simões

President & CEO

- Joined Tellurian in 2019 after 20 years at Sempra
- Former President & CEO of Sempra LNG & Midstream



Samik Mukherjee

EVP and President, Driftwood Assets

- Joined Tellurian in 2022
- Former EVP, COO of McDermott International, Ltd.



166

 mtpa

Tellurian management responsible for ~36% of the LNG in production today and 79% of U.S. LNG in production today

35

 years

Tellurian management has delivered cost-leading LNG projects for >35 years

Upstream environmental stewardship

Implementing multiple initiatives to reduce emissions and minimize methane leaks

Emissions monitoring	<ul style="list-style-type: none">■ Implementing LUMEN Terrain monitoring system by Avitas to minimize methane emissions■ Continuous monitoring allows for immediate response and facilitates responsibly sourced gas accreditation
Electrifying operations	<ul style="list-style-type: none">■ Replacing equipment with zero-emission electric drivers on all new well pads
Reduced emissions "Green" completions	<ul style="list-style-type: none">■ Reducing pre-production venting and flaring with installed equipment prior to production operation and coordination with gathering and processing infrastructure



Explanation and Reconciliation of Non-GAAP Financial Measures

The Company reports its financial results in accordance with accounting principles generally accepted in the United States of America (“GAAP”). However, management believes that upstream segment Adjusted EBITDA may provide financial statement users with additional meaningful comparisons between current results, the results of the Company’s peers and of prior periods.

Upstream segment Adjusted EBITDA excludes certain charges or expenditures. Upstream segment Adjusted EBITDA is a supplemental measure of performance and should not be viewed as a substitute for any GAAP measure.

Management presents Upstream segment Adjusted EBITDA because (i) it is consistent with the manner in which the Company’s position and performance are measured relative to the position and performance of its peers and (ii) it is more comparable to earnings estimates provided by securities analysts.

(in thousands, unaudited)				
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Upstream segment Adjusted EBITDA:				
Upstream segment operating profit (loss)	\$40,071	\$3,491	\$83,170	\$(4,542)
Add back:				
Depreciation, depletion and amortization	12,762	3,635	22,441	8,419
Allocated corporate general and administrative	16,709	3,766	31,155	10,925
Upstream segment Adjusted EBITDA	<u>\$69,542</u>	<u>\$10,892</u>	<u>\$136,766</u>	<u>\$14,802</u>

(in thousands, unaudited)				
	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Upstream segment Adjusted EBITDA:				
Upstream segment operating profit (loss)	\$38,505	\$(6,310)	\$43,101	\$(8,034)
Add back:				
Depreciation, depletion and amortization	5,756	2,233	9,680	4,784
Allocated corporate general and administrative	8,952	1,891	14,446	7,159
Upstream segment Adjusted EBITDA	<u>\$53,213</u>	<u>\$(2,186)</u>	<u>\$67,227</u>	<u>\$3,639</u>