

19 October 2023

ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

BY ELECTRONIC LODGEMENT

Notice of 2023 Annual General Meeting and Proxy Form

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Tribeca Global Natural Resources Limited (ACN 627 596 418) (**Company**) will be held as follows:

Date: Friday, 17 November 2023

Time: 2.00pm (Sydney time)

Venue: The Executive Centre, Level 26, 1 Bligh Street, Sydney NSW 2000

Shareholders are able to view and download a copy of the Notice of Meeting from the following websites:

ASX website: <https://www2.asx.com.au/markets/company/tgf>

Company's website: <https://tribecaip.com/lic>

Shareholders are encouraged to lodge your proxy vote at least 48 hours before the AGM (that is, no later than 2.00pm (Sydney time) on Wednesday, 15 November 2023), at the following address or website address.

Address: By mail: Boardroom Pty Limited In person: Level 8, 210 George Street
GPO Box 3993 Sydney NSW 2001 Sydney NSW 2000

Facsimile: (+61 2) 9290 9655

Online: <https://www.votingonline.com.au/tgfagm2023>

The Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting, please contact the Company Secretary by telephone on (+61 2) 9640 2629 or by email at TGFinvestors@tribecaip.com.

Authorised for release by the Board of Tribeca Global Natural Resources Limited.

Ken Liu
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

TRIBECA GLOBAL NATURAL RESOURCES LIMITED (ASX: TGF)

GENERAL INFORMATION

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Tribeca Global Natural Resources Limited (ACN 627 596 418) (**Company**) will be held as follows:

Date: Friday, 17 November 2023

Time: 2.00pm (Sydney time)

Venue: The Executive Centre, Level 26, 1 Bligh Street, Sydney NSW 2000

Shareholders who are unable to attend the AGM will be able to listen to the live broadcast of the AGM and ask questions online ([registration link](#)). Shareholders should be aware that the live broadcast of the AGM is not a virtual meeting and does not enable Shareholders to vote during the AGM. Shareholders who are unable to attend the Meeting in person are encouraged to lodge proxy vote in advance of the AGM.

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

YOUR VOTE IS IMPORTANT

VOTING AT THE AGM

To vote in person, attend the AGM on the date and at the place set out above.

VOTING BY PROXY

Even if you plan to attend the AGM in person, the Company **strongly encourages** Shareholders to submit their proxy votes before **2.00pm (Sydney time) on Wednesday, 15 November 2023** either via paper form or online. To vote by Proxy, please use one of the following methods:

Online: <https://www.votingonline.com.au/tgfagm2023>

Mobile Device: you can lodge your Proxy by scanning the QR code adjacent or enter the voting link <https://www.votingonline.com.au/tgfagm2023> into your mobile device. Log in using the Holder Identification Number and postcode for your shareholding. To scan the code, you will need a QR code reader application which can be downloaded for free on your mobile device.

By Mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

In Person: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia. During business hours (Monday to Friday, 9:00am – 5:00pm)

Please note that your Proxy instruction must be received by the Company's corporate registry, Boardroom Pty Limited, at least 48 hours before the AGM for the Proxy to be effective (that is, no later than 2.00pm (Sydney time) on Wednesday, 15 November 2023). **Proxy Forms received later than this time will be invalid.** Further information about voting by Proxy appears in the Proxy Section of the Notice of Meeting.

DISTRIBUTION OF NOTICE OF MEETING

In accordance with section 253RA(2) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting by mail to Shareholders unless a Shareholder has requested a hard copy. Instead, you are able to view and download a copy of the Notice of Meeting from the ASX website (<https://www2.asx.com.au/markets/company/tgf>) or the Company's website (<https://tribecaip.com/lic>), and lodge your Proxy online (<https://www.votingonline.com.au/tqfagm2023>)

If you would like to request a hard copy of this Notice of Meeting please contact the Company Secretary on (02) 9640 2629 or TGFinvestors@tribecaip.com.

QUESTIONS FROM SHAREHOLDERS

Shareholders are invited to submit questions in advance of the AGM to the Board of Directors or the auditor on the conduct of the audit and the Auditor's Report. In order to ensure the Chairperson can address the themes raised in the questions at the AGM, all questions must be received by Friday, 10 November 2023, in the form attached to the Proxy Form which is available online and in paper form to the following:

By email: TGFinvestors@tribecaip.com

By Post: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001

Shareholders listening to the live broadcast will be provided with the opportunity to ask questions at the AGM.

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Tribeca Global Natural Resources Limited (ACN 627 596 418) (**Company**) will be held as follows:

Date: Friday, 17 November 2023

Time: 2.00pm (Sydney time)

Venue: The Executive Centre, Level 26, 1 Bligh Street, Sydney NSW 2000

The Explanatory Memorandum to this Notice provides information on matters to be considered at the AGM. The Explanatory Memorandum, General Information Section and the Proxy Form are part of this Notice.

BUSINESS

Receive and consider the Financial Statements and Reports

To receive and consider the Financial Statements, Director's Report and Auditor's Report of the Company for the financial year ended 30 June 2023.

Note: There is no requirement for Shareholders to approve these reports.

Resolution 1: Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as a **Non-binding Resolution**:

"That in accordance with Section 250R of the Corporations Act, the remuneration report, as set out in the Director's Report for the financial year ended 30 June 2023, be adopted."

Note: Pursuant to section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Company or the Directors.

Voting Exclusion Statement

1. Pursuant to Section 250R(4) of the Corporations Act the Company's Key Management Personnel (whose remuneration details are included in the Remuneration Report) and their Closely Related Parties must not cast a vote on the Remuneration Report unless:

- (i) they are appointed in writing as proxy for a Shareholder eligible to vote on the Resolution in accordance with the directions on the Proxy Form on how to vote on the Resolution; or
- (ii) the vote is cast by the Chairperson as proxy for a Shareholder who is entitled to vote on the Resolution, and the Proxy expressly directs the Chairperson to vote on the Proxy Form even if it is connected with the remuneration of a member of the Key Management Personnel.

The terms 'Key Management Personnel' and 'Closely Related Party' are defined in the Corporations Act. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company. A Closely Related Party includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the Key Management Personnel.

Resolution 2: Re-election of Director – Rebecca O'Dwyer

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Ms Rebecca O'Dwyer, who retires in accordance with the Company's Constitution and, being eligible, be re-elected as a Director of the Company."

Information about Ms Rebecca O'Dwyer appears in the Explanatory Memorandum attached to this Notice.

PROXIES

A Shareholder entitled to attend and vote at this AGM is entitled to appoint not more than two proxies to attend and vote in his/her place.

A Proxy does not need to be a Shareholder of the Company and can be either an individual or a body corporate.

If a Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each Proxy is entitled to exercise. If no proportion or number of votes is specified, each Proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each Proxy may exercise half of the Shareholder's votes. If a Shareholder appoints two proxies, neither is entitled to vote as a proxy on a show of hands at the AGM.

Any fractions of votes brought about by the apportionment of votes to a Proxy will be disregarded.

If a Shareholder appoints a body corporate as Proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the AGM.

Completed Proxy Forms (together with any authority under which the Proxy was signed or a certified copy of the authority) must be received by the Company's corporate registry, Boardroom Pty Limited, at least 48 hours before the AGM for the Proxy to be effective (that is, no later than 2.00pm (Sydney time) on Wednesday, 15 November 2023), at the following address or website address:

Address:	By mail: Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001	In person: Level 8 210 George Street Sydney NSW 2000
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Online: <https://www.votingonline.com.au/tgfagm2023>

VOTING BY ATTORNEY

Where a Shareholder appoints an attorney to act on their behalf at the AGM, the instrument appointing the attorney (together with any authority under which the instrument was signed or a certified copy of the authority) must be received by 2.00pm (Sydney time) on Wednesday, 15 November 2023 by the Company's corporate registry, Boardroom Pty Limited, as set out above for Proxy Forms.

VOTING BY CORPORATE REPRESENTATIVE

Any corporate Shareholder or Proxy must appoint a person to act as its representative. The representative must bring a formal notice of appointment signed pursuant to section 127 of the Corporations Act or the Constitution of the Company. A form of notice of appointment can be obtained from the Company's corporate registry, Boardroom Pty Limited or downloaded from <https://www.votingonline.com.au/tgfagm2023>

BOARD RECOMMENDATION

As Resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this Resolution. The Directors (excluding those who have a personal interest in a Resolution) recommend that Shareholders vote **IN FAVOUR** of Resolution 2 set out in this Notice.

HOW THE CHAIR WILL VOTE AVAILABLE UNDIRECTED PROXIES

The Chairperson of the AGM intends to vote all available undirected proxies **IN FAVOUR** of the Resolutions set out in this Notice.

ENTITLEMENT TO VOTE

In accordance with section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the AGM all Shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7:00pm (Sydney Time) on Wednesday, 15 November 2023. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

CONDUCT OF THE MEETING

The Chairperson intends to exercise his discretion to ensure that the AGM is conducted in an orderly manner and that attendees feel respected at all times. To assist with this, the Board requests that all Shareholders be courteous and respectful to other attendees and ask questions which are concise and relevant to the business of the Meeting.

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice.

By Order of the Board
Ken Liu
Company Secretary
Date: 19 October 2023

EXPLANATORY MEMORANDUM

This Explanatory Memorandum sets out further information regarding the proposed Resolutions to be considered by Shareholders of Tribeca Global Natural Resources Limited (ACN 627 596 418) (**Company**) at the 2023 Annual General Meeting (**AGM**) to be held at 2.00pm (Sydney time) on Friday, 17 November 2023 at The Executive Centre, Level 26, 1 Bligh Street, Sydney NSW 2000. The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

Receive and consider the Financial Statements and Reports

The Corporations Act requires the Company's financial statements, director's report and auditor's report for the financial year ended 30 June 2023 to be laid before the Company's AGM.

The financial results for the period ended 30 June 2023 are set out in the Company's 2023 Annual Report sent to those Shareholders who elected to receive it by post or email/ if you have not elected to receive a copy of the Company's 2023 Annual Report, it can be accessed on the [Company's website](#).

In accordance with the requirements under the Corporations Act, Shareholders will be given a reasonable opportunity at the AGM to ask questions or make comments on the Financial Statements and the management of the Company. Shareholders will also have a reasonable opportunity to ask the auditor questions about its audit report, the conduct of the audit, the preparation and content of the audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to its conduct of the audit.

There is no formal resolution to be voted on in relation to this item of business.

1 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Company's remuneration report sets out the remuneration arrangements for the Directors of the Company. The Remuneration Report is part of the Director's Report contained on pages 9-10 of the Annual Report of the Company for the financial year ended 30 June 2023 and is available on the [Company's website](#).

The Corporations Act requires that at a listed company's AGM, a Resolution that the remuneration report be adopted must be put to the Shareholders. However, such a Resolution is advisory only and does not bind the Directors or the Company. The Board will take the outcome of the vote into account when considering the future remuneration arrangements of the Company.

If 25% or more of the votes cast on this Resolution are against the adoption of the remuneration report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a Resolution (a 'Spill Resolution') that another meeting be held within 90 days at which all of the Company's Directors must go up for election. The Spill Resolution is an Ordinary Resolution.

At the 2022 annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

Voting exclusions apply to Key Management Personnel and their Closely Related Parties. Please refer to the voting exclusions statement on page 3 for details.

Shareholders participating will be given reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report.

DIRECTORS' RECOMMENDATION

As Resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this Resolution.

2 RESOLUTION 2: RE-ELECTION OF DIRECTOR – REBECCA O'DWYER

Article 6.7(b) of the Constitution requires that at every annual general meeting after the general meeting at which this Constitution was adopted by the Company, 1/3 of the Directors or, if their number is not a multiple of 3, then, subject to the Listing Rules, the number nearest to 1/3 (rounded up to the nearest whole number), must retire from office and be eligible for re-election.

Article 6.7(c) of the Constitution further requires that the Directors to retire in every year are the Directors longest in office since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire, if they cannot otherwise agree, must be determined by lot. A retiring Director is eligible for re-election without needing to give any prior notice of his or her intention to submit himself or herself for re-election and acts as Director throughout the meeting at which he or she retires. A Director appointed and vacating office under Article 6.2(b) must not be taken into account in determining either the number or identity of the Directors to retire by rotation.

ASX Listing Rule 14.5 also provides that an entity which has directors must hold an election of directors at each annual general meeting.

Ms Rebecca O'Dwyer was appointed to the Board to fill a casual vacancy on 4 January 2021 and was last elected as a Director at the 2021 annual general meeting. Ms O'Dwyer retires by rotation in accordance with Article 6.7(b) of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.

The Board considers Ms Rebecca O'Dwyer to be an Independent Non-Executive Director.

BACKGROUND AND EXPERIENCE

Rebecca has more than 15 years of financial services experience working in Australia and UK, in addition to four years professional experience as a mining engineer. She worked for eight years as Senior Mining Analyst with Colonial First State Global Asset Management and six years as a sell-side analyst covering resources equities with Morgan Stanley and Investec. Prior to this, she worked for Anglo American as a mining engineer.

Rebecca holds a Bachelor of Engineering (Mining) with first class honours from University of Queensland, Master of Business Administration from Oxford University and Master in Data Science and Innovation from UTS. She is a graduate of the Australian Institute of Company Directors and CFA charterholder. Rebecca is an investor in the Company.

DIRECTORS' RECOMMENDATION

The Directors (with Ms Rebecca O'Dwyer abstaining) strongly support the re-election of Ms O'Dwyer and unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 2.

DEFINITIONS

In the Notice of Meeting and this Explanation Memorandum, words importing the singular include the plural and vice versa.

Annual Report	means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2023.
ASX	means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by the ASX.
ASX Listing Rules or Listing Rules	means the official ASX Listing Rules of the ASX and any other rules of the ASX, which are applicable while the Company is admitted to the

official list of the ASX, as amended or restated from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors of the Company.
CFA	Means CFA Institute, which is a global association of investment professionals. The organization offers the Chartered Financial analyst (CFA) designation.
Chairperson	means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.
Closely Related Party	means a spouse or child of the member; or has the meaning given in section 9 of the Corporations Act.
Company	means Tribeca Global Natural Resources Limited (ACN 627 596 418).
Constitution	means the constitution of the Company as at the commencement of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors report prepared under chapter 2M of the Corporations Act for the Company.
Explanatory Memorandum	means the explanatory memorandum that forms part of the Notice.
Financial Statements	means the annual financial report prepared under chapter 2M of the Corporations Act for the Company.
Key Management Personnel	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Meeting	has the same meaning in the introductory paragraph of the Notice.
Notice	means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.
Ordinary Resolution	means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.

Resolution	means a resolution contained in the Notice.
Section	means a section of this Explanatory Memorandum
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a shareholder of the Company.
Spill Resolution	Means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Sydney time) on Wednesday, 15 November 2023.**

📱 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/tgfagm2023>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (Sydney time) on Wednesday, 15 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/tgfagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Tribeca Global Natural Resources Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Executive Centre, Level 26, 1 Bligh Street, Sydney NSW 2000 on Friday 17 November 2023 at 2:00pm (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Rebecca O'Dwyer	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023

For personal use only

QUESTIONS FROM SHAREHOLDERS

You will have an opportunity to ask questions at the AGM either in person or online.

Please use this form to submit any questions about Tribeca Global Natural Resources Limited (Company) that you would like us to respond to at the Company's Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes.

You may also use this form to submit a written question to the Company's auditor if the question is relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Boardroom Pty Limited, **by Friday 10th November 2023**. The form may be lodged with Boardroom Pty Limited by post to GPO Box 3993, Sydney NSW 2001 or by facsimile to (+61 2) 9290 9655. A return envelope is also provided.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Question(s)

1. Question is for the ☐ Chairman, or ☐ Auditor

2. Question is for the ☐ Chairman, or ☐ Auditor

3. Question is for the ☐ Chairman, or ☐ Auditor

All correspondence to: