



# NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

## TRIBECA GLOBAL NATURAL RESOURCES LIMITED (ASX: TGF)

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### GENERAL INFORMATION

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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, 19 November 2021

**Time:** 2.00pm (Sydney time)

**Venue:** To be held as a virtual event

In the interest of the health and safety of our Shareholders, Directors and the broader community in the context of the COVID-19 pandemic, including the restrictions on physical gatherings and travelling, the Board has decided to hold the 2021 AGM virtually.

#### **PARTICIPATION VIA ZOOM - REGISTRATION**

To join via Zoom, please register using the details below. Upon registration an email confirmation will be provided with the link and passcode to join the AGM.

Registration link:

[https://us02web.zoom.us/webinar/register/WN\\_4\\_CKj4uCSImDNmoSGz8vbQ](https://us02web.zoom.us/webinar/register/WN_4_CKj4uCSImDNmoSGz8vbQ)

The Company **strongly encourages** Shareholders to lodge their proxy online by 2.00pm (Sydney time) on Wednesday, 17 November 2021.

### **DISTRIBUTION OF NOTICE OF MEETING**

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The *Treasury Laws Amendment (2021 Measures No.1) Bill 2021* (Cth) came into force on 14 August 2021. It acts to amend the operation of the Corporations Act to allow companies to hold virtual meetings and send notices of such meetings through electronic communications or by providing sufficient information to allow the recipient to access the notice electronically.

Please note the Company will not be sending you a physical copy of the Notice of Meeting or Proxy Form by post ahead of the AGM. 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/tgfagm2021>).

If you would like to request a hard copy of the Notice of Meeting please contact the Company at [TGFInvestors@tribecaip.com](mailto:TGFInvestors@tribecaip.com).

## **VOTING IN ADVANCE OF THE AGM**

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The Company **strongly encourages** Shareholders to submit their proxy votes before **2.00pm (Sydney time) on Wednesday, 17 November 2021** either via paper form or online even if they are planning to attend the meeting online. Information about voting by proxy appears in the Proxy section of the Notice of Meeting.

## **VOTING AT THE AGM**

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The Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on each resolution presented at the meeting.

## **QUESTIONS FROM SHAREHOLDERS**

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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 Chairman can address the themes raised in the questions at the AGM, all questions must be received by Friday, 12 November 2021, in the form attached to the Proxy Form which is available online and in paper form to the following:

By email: [TGFinvestors@tribecaip.com](mailto:TGFinvestors@tribecaip.com)

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

Shareholders attending the AGM virtually will be provided with the opportunity to ask questions at the AGM.

## **HOW TO USE ZOOM**

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Shareholders who wish to attend virtually on the day of the AGM will need to login to Zoom with the link and password provided upon registration.

Shareholders who do not have the Zoom application are strongly encouraged to download and set up Zoom as soon as possible and well in advance of the AGM to avoid any delays on the day of the AGM.

Shareholders who have downloaded Zoom are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. At least 15 minutes prior to the start of the AGM, click on the link provided via email.
2. Enter the AGM password provided.
3. Select to have your camera on or off during the meeting.
4. All participants will be automatically placed on mute to avoid any background noise.

Should Shareholders wish to ask a question during the meeting, they can either send a message privately to the meeting host requesting the opportunity to ask a question, or click the hand symbol which will prompt the meeting host to see they have their 'hand up' to ask a question. The meeting host will take them off mute to allow them the opportunity to ask the question.

If it becomes necessary to make alternative arrangements as a result of changing circumstances relating to COVID-19, such information will be released on ASX website and the Company's website.

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.

## NOTICE OF 2021 ANNUAL GENERAL MEETING

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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, 19 November 2021

**Time:** 2.00pm (Sydney time)

**Venue:** To be held as a virtual event

The Explanatory Memorandum to this Notice of AGM 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 of AGM.

### BUSINESS

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#### 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 2021.

*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 2021, 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 chairman as proxy for a Shareholder who is entitled to vote on the resolution, and the proxy expressly directs the chairman 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: Election of Board Endorsed 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 was appointed to the Board to fill a casual vacancy on 4 January 2021 in accordance with Clause 6.2 of the Company's constitution and Listing Rule 14.4 and, being eligible, offers herself for election, be elected as a director of the Company."*

Information about Ms Rebecca O'Dwyer appears in the explanatory memorandum attached to this notice of meeting.

### **Resolution 3: Election of Board Endorsed Director – Nicholas Myers**

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

*"That Mr Nicholas Myers, who was appointed to the Board to fill a casual vacancy on 30 August 2021 in accordance with Clause 6.2 of the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for election, be elected as a director of the Company."*

Information about Mr Nicholas Myers appears in the explanatory memorandum attached to this notice of meeting.

### **PROXIES**

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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, 17 November 2021), at the following address or website address:

Address:	By mail: Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001	In person: Level 12 225 George Street Sydney NSW 2000
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Online: <https://www.votingonline.com.au/tgfagm2021>

### **VOTING BY ATTORNEY**

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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, 17 November 2021 by the Company's corporate registry, Boardroom Pty Limited, as set out above for proxy forms.

### **VOTING BY CORPORATE REPRESENTATIVE**

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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/tgfagm2021>.

### **BOARD RECOMMENDATION**

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The Directors (excluding those who have a personal interest in a resolution) recommend that Shareholders vote **IN FAVOUR** of the resolutions set out in this notice of meeting.

## **HOW THE CHAIR WILL VOTE AVAILABLE UNDIRECTED PROXIES**

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The chair of the AGM intends to vote all available undirected proxies **IN FAVOUR** of the resolutions set out in this notice of meeting.

## **ENTITLEMENT TO VOTE**

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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, 17 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

## **CONDUCT OF THE MEETING**

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The Chairman 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.

This meeting is a virtual meeting and there is a possibility of technical issues arising. In the event of a technical disruption to the meeting's proceedings, the meeting will adjourn and resume at 3pm on the same day of the meeting. The Chairman of the AGM may issue any instructions or directions to resolve the issue. In the event the adjourned meeting cannot resume at 3pm, an ASX announcement will be issued with further information.

## **EXPLANATORY MEMORANDUM**

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Shareholders are referred to the explanatory memorandum accompanying and forming part of this notice of meeting.

By Order of the Board  
Ken Liu  
Company Secretary  
Date: 18 October 2021

## EXPLANATORY MEMORANDUM

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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 2021 Annual General Meeting (**AGM**) to be held at 2.00pm (Sydney time) on Friday, 19 November 2021 as a virtual event via Zoom. The Directors recommend that Shareholders read this explanatory memorandum before determining whether or not to support the resolutions.

### **1 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

The Company's remuneration report sets out the remuneration arrangements for the Directors of the Company. The Company has no employees and, henceforth, there are no key management personnel covered by the Remuneration Report.

The remuneration report is part of the director's report contained on pages 11-12 of the annual report of the Company for the financial year ended 30 June 2021 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.

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.

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of resolution 1.

### **2 RESOLUTION 2: ELECTION OF BOARD ENDORSED DIRECTOR – REBECCA O'DWYER**

Ms Rebecca O'Dwyer, who was appointed to the Board to fill a casual vacancy on 4 January 2021 in accordance with Clause 6.2 of the Company's constitution and Listing Rule 14.4 and, being eligible, offers herself for election, be elected as a Director of the Company

Rebecca has 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 has recently completed a Master in Data Science and Innovation at UTS. She is a graduate of the Australian Institute of Company Directors.

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

### **3 RESOLUTION 3: ELECTION OF BOARD ENDORSED DIRECTOR – NICHOLAS MYERS**

Mr Nicholas Myers, who was appointed to the Board to fill a casual vacancy on 30 August 2021 in accordance with Clause 6.2 of the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for election, be elected as a Director of the Company.

Nick has extensive experience in the resources industry as a senior executive or General Counsel in a number of major resources companies, and is currently General Counsel, Chief Risk Officer and Head of Internal Audit at MMG Limited.

Nick's expertise is in the mining and infrastructure sectors and he has worked in the copper, molybdenum, iron ore, zinc, gold, silver, lead, energy coal, titanium and manganese commodity categories. He has advised on many of the legal/operational issues facing companies across the globe including in Australia, South America, Africa and Asia. He has played a key role in the growth of MMG Limited leading the Legal team in transactions such as the acquisition of the Las Bambas Copper Project from Glencore and the takeover of Anvil Mining Limited.

Nick specialises in joint venture structures, native title laws, Australia's foreign investment rules, compliance with the Hong Kong and ASX listing rules, governance and directors' duties.

Nick holds a Master of Laws (Natural Resources Law) from University of Melbourne, Bachelor of Laws and Bachelor of Economics from University of Tasmania. Nick is a Graduate Member of the Australian Institute of Company Directors.

The Directors (with Mr Myers abstaining) strongly support the election of Mr Myers and unanimously recommend that Shareholders vote **IN FAVOUR** of resolution 3.



## 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](http://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 17 November 2021.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/tgfagm2021>

**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:

- (a) 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.
- (b) 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 17 November 2021.** 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/tgfagm2021>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

# Tribeca Global Natural Resources Limited

ACN 627 596 418

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## 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:

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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 as a **virtual event on Friday 19 November 2021 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Board Endorsed Director – Rebecca O'Dwyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Board Endorsed Director – Nicholas Myers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Recommendation:

The directors unanimously recommend shareholders vote **FOR** the resolutions set out above.

### 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 / / 2021

## QUESTIONS FROM SHAREHOLDERS

You will have an opportunity to ask questions at the AGM virtually via Zoom.

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 12<sup>th</sup> November 2021**. 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

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

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

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All correspondence to: