



Notice of 2020 annual meeting and notice of availability of meeting materials

You are receiving this notice as a registered TC Energy Corporation shareholder.*

Notice and access

**MEETING MATERIALS:
MANAGEMENT INFORMATION CIRCULAR – FEBRUARY 27, 2020
2019 ANNUAL REPORT**

We are using ‘notice and access’ to deliver our Management information circular (circular) dated February 27, 2020 and our 2019 Annual report to you by providing you with electronic access to the documents, instead of mailing paper copies. Notice and access is a more environmentally friendly and cost-conscious way to deliver our meeting materials, reducing paper consumption and printing and mailing costs to shareholders.

Enclosed with this notice you will find a form of proxy so you can vote your shares. See the ‘How to vote’ section below.

PLEASE REVIEW THE CIRCULAR **PRIOR** TO VOTING YOUR SHARES.

Meeting date and location

WHEN Friday, May 1, 2020
10 a.m. MDT

WHERE Markin MacPhail Centre
Canada Olympic Park
88 Canada Olympic Road SW
Calgary, AB

What you’re voting on

The following items of business are described in the “Business of the meeting” section of the Management information circular and other applicable sections listed below:

- | | | | |
|----------|--|--|-------------------------|
| 1 | ELECTION OF DIRECTORS | Electing the directors who will serve until the end of our next annual shareholder meeting. | Pages 12-26 |
| 2 | APPOINTMENT OF AUDITORS | Appointing KPMG LLP, Chartered Professional Accountants as auditors and authorize the directors to fix their remuneration. | Pages 10-11 |
| 3 | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Accepting TC Energy’s approach to executive compensation, as described in the circular. | Pages 11, 60-65, 75-115 |

To access the Management information circular and the 2019 Annual report, go to:

www.TCenergy.com/Notice-And-Access or www.sedar.com

*Throughout this notice, ‘TC Energy’ and ‘our’ refer to TC Energy Corporation and ‘you’, ‘your’, and ‘shareholder’ refer to a registered holder of common shares of TC Energy Corporation.

How to vote

You have options. To vote your shares, use one of the following voting methods (these methods are also outlined on your enclosed form of proxy):



**ON THE
INTERNET** Go to investorvote.com



**BY
PHONE** Call 1-866-732-8683



BY MAIL Computershare Trust
Company of Canada
8th Floor, 100 University Ave
Toronto, ON M5J 2Y1
Attention: Proxy Department

Please note you cannot vote your shares by returning this notice.

To be valid, your form of proxy must be received by 12 p.m. EDT on Wednesday, April 29, 2020. If the meeting is adjourned or postponed, your form of proxy must be received no less than 48 working hours before the time of the adjourned or postponed meeting.

Questions?

If you have any questions about this notice, or to request copies of the circular or 2019 Annual report after the meeting date, please contact our Investor Relations line at 1-800-361-6522.

**Throughout this notice, 'TC Energy' and 'our' refer to TC Energy Corporation and 'you', 'your', and 'shareholder' refer to a registered holder of common shares of TC Energy Corporation.*

How to request a paper copy of the circular or Annual report

As a shareholder, you can request a paper copy of the circular or 2019 Annual report by mail, at no cost to you, for up to one year beginning March 24, 2020 by using the control number on your enclosed form of proxy.

To request a paper copy before the meeting date, call the number below and follow the instructions:



**BY
PHONE**

Toll free, within
North America, call:
1-866-962-0498

Outside of North America,
call: 1-514-982-8716

To ensure you receive the materials in advance of the voting deadline, all requests should be received by **5 p.m. EDT on Wednesday, April 15, 2020.**

Please note you will not be sent another form of proxy, so please retain the one mailed to you to vote your shares.

We also provide paper copies of the circular and 2019 Annual report to shareholders or beneficial owners who have standing instructions to receive, or for who TC Energy has received a request to provide, paper copies of materials.