

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of April 2024

Commission File No. 1-31690

TC Energy Corporation

(Translation of Registrant's Name into English)

450 – 1 Street S.W., Calgary, Alberta, T2P 5H1, Canada

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Exhibits 99.1 and 99.2 to this report, furnished on Form 6-K, are furnished, not filed, and will not be incorporated by reference into any registration statement filed by the registrant under the Securities Act of 1933, as amended.

EXHIBIT INDEX

- 99.1 [Form of Proxy of the Registrant.](#)
- 99.2 [Notices of 2024 annual and special meeting and notices of availability of meeting materials of the Registrant \(Registered Shareholders and Beneficial Holders\).](#)

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, thereunto duly authorized.

Date: April 16, 2024

TC ENERGY CORPORATION

By: /s/ Christine R. Johnston
Christine R. Johnston
Vice-President, Law and Corporate Secretary

By: /s/ Nancy A. Johnson
Nancy A. Johnson
Vice-President and Treasurer



8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on June 4, 2024

Notes to proxy

- Throughout this document *TC Energy* means TC Energy Corporation and *you* and *your* mean the holder of common shares of TC Energy Corporation.
- You have the right to appoint anyone to attend and act on your behalf at the meeting (*proxyholder*) – the person does not need to be a TC Energy shareholder. If you wish to appoint a person other than the management nominees listed in this form of proxy, please insert the name of your chosen proxyholder in the space provided (see reverse).
If you are appointing a proxyholder other than the Management nominees, you MUST deposit your vote by internet or by mail, AND ALSO go to <http://www.computershare.com/TCEnergyAGM> by 8 a.m. (Mountain Daylight Time), on May 31, 2024, and provide Computershare with the name and email address of your appointee so that Computershare may provide the appointee with a username via email. This username will allow your appointee to log in and vote at the meeting. Without a username, your appointee will only be able to log in to the meeting as a guest, and will not be able to vote.
- If the shares are registered in the name of more than one owner (for example joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. For securities registered in the name of a corporation, estate, trust or minor, an authorized officer or attorney must sign this form and state his or her signing capacity or position. This person may also have to provide proof that he or she is authorized to sign.
- This form of proxy should be signed in the exact manner as the name appears on the proxy.
- If this form of proxy is not dated, it will be deemed to be dated the date this form was received by or on behalf of us.
- The shares represented by this form of proxy will be voted as you direct, however, if you do not make a direction in respect of any matter, this proxy will be voted as recommended by management.
- If there are any amendments to the items of business identified in the Notice of annual and special meeting of shareholders or any other matters that properly come before the meeting, your proxyholder has the discretion to vote as he or she sees fit; in each instance, to the extent permitted by law, whether or not the amendment or other item of business that comes before the meeting is routine or contested.
- This proxy should be read in conjunction with the Notice of annual and special meeting of shareholders, and the Management information circular.
- Proxies are counted and tabulated by Computershare, TC Energy's transfer agent, in such a manner as to ensure the votes are kept confidential, except: (a) as required by law, (b) if there is a proxy contest, or (c) if there are written comments on the form of proxy.
- Late proxies may be accepted or rejected by the chair of the meeting at his or her discretion and the chair of the meeting is under no obligation to accept or reject any particular late proxy. The chair of the meeting may waive or extend the proxy cut-off without notice.

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Proxies submitted must be received by 8 a.m. (Mountain Daylight Time), on May 31, 2024.

If the meeting is postponed or adjourned, we must receive your proxy at least 48 hours (excluding Saturdays, Sundays and holidays) before the start of the reconvened meeting.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
- 1-866-732-VOTE (8683) Toll Free**



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



To Virtually Attend the Meeting

- You can attend the meeting virtually by visiting the URL provided on the back of this proxy.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically, by visiting www.investorcentre.com/tcenergy. When you register for electronic documents a tree will be planted on your behalf.

If you vote by telephone or the internet, DO NOT mail back this proxy.

Voting by mail or courier or hand delivery is the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

01ZNPA



Appointment of Proxyholder

I/We, being shareholder(s) of TC Energy hereby appoint: **John E. Lowe, Chair**, or failing him **François L. Poirier, President and CEO**, or failing him **Christine R. Johnston, Vice-President, Law and Corporate Secretary**

OR If you wish to appoint someone to act as your proxyholder, other than the management nominees listed in this form of proxy, print the name of the person you are appointing as your proxyholder in the box to the right:

as my/our proxyholder with full power of substitution and to vote in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual and Special Meeting of Shareholders of TC Energy to be held via live audio webcast online at <https://web.lumiagm.com/423961867> on Tuesday, June 4, 2024 at 8 a.m. (Mountain Daylight Time)** and at any adjournment thereof.

Note: If you are appointing a proxyholder other than the Management nominees, you MUST deposit your vote by internet or by mail, AND ALSO go to <http://www.computershare.com/TCEnergyAGM> by 8 a.m. (Mountain Daylight Time), on May 31, 2024, and provide Computershare with the name and email address of your appointee so that Computershare may provide the appointee with a username via email. This username will allow your appointee to log in and vote at the meeting. Without a username, your appointee will only be able to log in to the meeting as a guest, and will not be able to vote.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Against		For	Against		For	Against		For	Against		For	Against
01. Cheryl F. Campbell	<input type="checkbox"/>	<input type="checkbox"/>	02. Michael R. Culbert	<input type="checkbox"/>	<input type="checkbox"/>	03. William D. Johnson	<input type="checkbox"/>	<input type="checkbox"/>	04. Susan C. Jones	<input type="checkbox"/>	<input type="checkbox"/>	05. John E. Lowe	<input type="checkbox"/>	<input type="checkbox"/>
06. David MacNaughton	<input type="checkbox"/>	<input type="checkbox"/>	07. François L. Poirier	<input type="checkbox"/>	<input type="checkbox"/>	08. Una Power	<input type="checkbox"/>	<input type="checkbox"/>	09. Mary Pat Salomone	<input type="checkbox"/>	<input type="checkbox"/>	10. Indra Samarasekera	<input type="checkbox"/>	<input type="checkbox"/>
11. Siim A. Vanaselja	<input type="checkbox"/>	<input type="checkbox"/>	12. Thierry Vandal	<input type="checkbox"/>	<input type="checkbox"/>	13. Dheeraj "D" Verma	<input type="checkbox"/>	<input type="checkbox"/>						

For Withhold

For **Against**

2. Appointment of Auditor

Resolution to appoint KPMG LLP, Chartered Professional Accountants as auditor and authorize the directors to fix their remuneration.

5. Advisory Vote on Executive Compensation

Resolution to accept TC Energy's approach to executive compensation, as set forth in the Management information circular.

For **Against**

For **Against**

3. The Arrangement Resolution

Special resolution to approve an arrangement under section 192 of the *Canada Business Corporations Act*, pursuant to which, among other things, TC Energy shareholders will receive one new common share of TC Energy and 0.2 of a common share in a new public company called "South Bow Corporation" in exchange for each common share of TC Energy held, as set forth in *Schedule A* of the Management information circular.

6. Shareholder Proposal

Resolution to approve the shareholder proposal, as set forth in *Schedule M* of the Management information circular.

For **Against**

4. The South Bow Shareholder Rights Plan Resolution

Resolution to approve a shareholder rights plan for South Bow Corporation, as set forth in *Schedule B* of the Management information circular.

The proxy is solicited by and on behalf of the management of TC Energy. This form of the proxy, when properly executed, confers discretionary authority with respect to amendments to the matters identified in the Notice of annual and special meeting of shareholders or other matters which properly come before the meeting and the replacement of any nominee identified above if such nominee becomes unable or unwilling to serve. Management knows of no such amendments, replacements or other matters. The shares represented by this proxy will be voted or withheld from voting on any ballot that may be called for. Where the person whose proxy is solicited specifies a choice with respect to any matter to be voted upon, the shares shall be voted in accordance with the choice so made. **If no choice is specified, the shares represented by this proxy will be voted as recommended by management.**

Signature(s)

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the meeting. **If no voting instructions are indicated above, this proxy will be voted as recommended by management.**

Signing Capacity (if applicable)

Date

MM / DD / YY

Interim Financial Documents

In accordance with securities regulations, shareholders may elect annually to receive interim financial statements and management's discussion and analysis, if they so request. If you wish to receive interim financial statements and management's discussion and analysis, please mark this box:

Annual Financial Statements and Annual Reports

As a registered shareholder you will receive annual financial statements, management's discussion and analysis relating to annual financial statements (included in the Annual report), or a notice advising how to access the Annual report, by mail. If you DO NOT want to receive the Annual report by mail, please mark this box:

As always, you can access TC Energy reports online at www.tcenergy.com

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01ZNQC





Notice of 2024 annual and special 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 – APRIL 10, 2024
2023 ANNUAL REPORT**

We are using 'notice and access' to deliver our Management information circular (circular) dated April 10, 2024 and our 2023 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	Tuesday, June 4, 2024 8 a.m. MDT
WHERE	Virtual-only meeting via live audio webcast online at https://web.lumiagm.com/423961867 , password "tc2024" (case sensitive). See "Attending and Participating in the Meeting" on pages 8 and 9 of the circular, or your form of proxy, for instructions on how to attend the annual and special meeting online.

What you're voting on

The following items of business are described in "The Meeting" section of the circular and other applicable sections listed below:

1	ELECTION OF DIRECTORS Elect the directors who will serve until the end of our next annual shareholder meeting.	Pages 36, 41-54
2	APPOINTMENT OF AUDITOR Appoint KPMG LLP, Chartered Professional Accountants as auditor and authorize the directors to fix their remuneration.	Pages 36-39
3	THE ARRANGEMENT RESOLUTION Approve an arrangement under section 192 of the <i>Canada Business Corporations Act</i> , pursuant to which, among other things, TC Energy shareholders will receive one new common share of TC Energy and 0.2 of a common share in a new public company called "South Bow Corporation" in exchange for each common share of TC Energy held, as set forth in <i>Schedule A</i> of the circular.	Pages 40, 56-94
4	THE SOUTH BOW SHAREHOLDER RIGHTS PLAN RESOLUTION Approve a shareholder rights plan for South Bow Corporation, as set forth in <i>Schedule B</i> of the circular.	Pages 40, 95-97
5	ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY) Accept TC Energy's approach to executive compensation, as set forth in the circular.	Pages 40, 132-138, 147-181
6	SHAREHOLDER PROPOSAL Consider the shareholder proposal, as set forth in <i>Schedule M</i> of the circular.	M1-M4

To access the Management information circular and the 2023 Annual report, go to:

www.tcenergy.com/notice-and-access or www.sedarplus.ca

*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 Investor Services, Inc.
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 10 a.m. EDT on Friday, May 31, 2024. 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 2023 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 paper copies of the circular and Annual report

As a shareholder, you may request paper copies of the circular and 2023 Annual report by mail, at no cost to you for up to one year beginning April 26, 2024.

To request paper copies before the meeting date, call the number below and, using the control number on your enclosed form of proxy, 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 Friday, May 17, 2024.**

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 2023 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.



Notice of 2024 annual and special meeting and notice of availability of meeting materials

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

Notice and access

MEETING MATERIALS: MANAGEMENT INFORMATION CIRCULAR – APRIL 10, 2024

We are using ‘notice and access’ to deliver our Management information circular (circular) dated April 10, 2024 to you by providing you with electronic access to the document, instead of mailing paper copies. Notice and access is a more environmentally friendly and cost-conscious way to deliver the circular, reducing paper consumption and printing and mailing costs to securityholders.

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

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4	THE SOUTH BOW SHAREHOLDER RIGHTS PLAN RESOLUTION Approve a shareholder rights plan for South Bow Corporation, as set forth in <i>Schedule B</i> of the circular.	Pages 40, 95-97
5	ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY) Accept TC Energy’s approach to executive compensation, as set forth in the circular.	Pages 40, 132-138, 147-181
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To access the Management information circular and the 2023 Annual report, go to:

www.tcenergy.com/notice-and-access or www.sedarplus.ca

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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 voting instruction form):



ON THE INTERNET Go to proxyvote.com



BY PHONE Call 1-800-474-7493 (English) or 1-800-474-7501 (French)



BY MAIL Data Processing Centre
PO Box 3700,
Stn Industrial Park
Markham, ON L3R 9Z9

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

To be valid, your voting instruction form must be received at least one business day before the proxy deposit date of Friday, May 31, 2024. If the meeting is adjourned or postponed, your voting instruction form must be received no less than 48 working hours before the time of the adjourned or postponed meeting.

Your voting instruction form may provide for an earlier voting deadline in order to process your votes in a timely manner. To ensure your votes are counted, you should ensure your voting instruction form is submitted in the timeline provided for on such voting instruction form.

Questions?

If you have any questions about this notice, or to request copies of the circular or 2023 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 beneficial holder of common shares of TC Energy Corporation.*

How to request a paper copy of the circular

Shareholders may request to receive a paper copy of the circular by mail, at no cost to you for up to one year beginning April 26, 2024, by using the control number on the enclosed voting instruction form.

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: 1-877-907-7643

Outside of North America, call: 1-303-562-9305 (English) or 1-303-562-9306 (French).

If you do not have a control number, please call toll free, within North America: 1-844-916-0609 (English) or 1-844-973-0593 (French).

Outside of North America, call: 1-303-562-9305 (English) or 1-303-562-9306 (French).



ON THE INTERNET Go to proxyvote.com

To ensure you receive the materials in advance of the voting deadline, all requests should be received by **5 p.m. EDT on Friday, May 17, 2024.**

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

We also provide paper copies of the circular and 2023 Annual report to shareholders who have standing instructions to receive, or for who TC Energy has received a request to provide paper copies of materials.

