

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Karkar Andrei</u> (Last) (First) (Middle) <u>C/O TMC THE METALS COMPANY INC.,</u> <u>595 HOWE STREET, 10TH FLOOR</u> (Street) <u>VANCOUVER</u> <u>A1</u> <u>V6C 2T5</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TMC the metals Co Inc. [TMC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	12/24/2021		P		748,957	A	\$2	42,620,976	I	Eras Capital LLC ⁽¹⁾
Common Shares								8,032	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants to purchase Common Shares	\$11.5	12/24/2021		p ⁽²⁾		1,414,716		(2)	(2)	Common Shares	1,414,716	(2)	1,414,716	I	Eras Capital LLC ⁽¹⁾

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1. Name and Address of Reporting Person* <u>ERAS Capital LLC</u> (Last) (First) (Middle) <u>C/O TMC THE METALS COMPANY INC.</u> <u>595 HOWE STREET, 10TH FLOOR</u> (Street) <u>VANCOUVER</u> <u>A1</u> <u>V6C 2T5</u> (City) (State) (Zip)

Explanation of Responses:

1. The securities are held directly by ERAS Capital LLC ("ERAS"). The Reporting Person is the managing member of ERAS and shares voting and dispositive power over and may be deemed to beneficially own such securities held by ERAS. The Reporting Person disclaims beneficial ownership over any securities owned by ERAS other than to the extent of any pecuniary interest he may have therein.

2. On December 24, 2021, ERAS Capital LLC purchased warrants to purchase an aggregate of 1,414,716 Common Shares, which warrants are subject to the Warrant Agreement dated as of May 8, 2020 between the Issuer and Continental Stock Transfer & Trust Company, as warrant agent, in privately negotiated transactions for an aggregate purchase price of \$481,003.34. The warrants may be exercised only during the period commencing 30 days after the September 9, 2021 completion of the initial business combination (the "Business Combination") of Sustainable Opportunities Acquisition Corp. (the former name of the Issuer) with DeepGreen Metals Inc. and expire five years after the completion of the Business Combination or earlier upon redemption or liquidation.

/s/ Jeffrey Cohan, Attorney-in-Fact
12/28/2021

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.