

OMB APPROVAL	
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**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Shesky Craig</u>  (Last) (First) (Middle) C/O TMC THE METALS COMPANY INC., 1111 WEST HASTINGS STREET, 15TH FLOOR  (Street) VANCOUVER AI V6E 2J3  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/20/2025		M		187,662 <sup>(1)</sup>	A	\$0.00	1,087,381 <sup>(2)</sup>	D	
Common Shares	03/20/2025		M		166,502 <sup>(3)</sup>	A	\$0.00	1,253,883	D	
Common Shares	03/20/2025		A		245,536 <sup>(4)</sup>	A	\$0.00	1,499,419	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
Restricted Stock Units	(5)	03/20/2025		M			187,662	(6)	(6)	Common Shares	187,662	\$0.00	187,662	D	
Restricted Stock Units	(5)	03/20/2025		M			166,502	(7)	(7)	Common Shares	166,502	\$0.00	333,003	D	
Restricted Stock Units	(5)	03/20/2025		A			625,125	(8)	(8)	Common Shares	625,125	\$0.00	625,125	D	

**Explanation of Responses:**

- Consists of restricted stock units ("RSUs") that converted to common shares on a one-to-one basis. The RSUs were granted on March 20, 2023 and 1/3 vested on March 20, 2024 and 1/3 vested on March 20, 2025. The remaining RSUs will vest on March 20, 2026, subject to continued service through such date.
- This number updates information included in the Form 4 filed for the reporting person on November 27, 2024, to reflect the amount of securities beneficially owned following the reported transaction as 899,719 (as opposed to 977,844).
- Consists of RSUs that converted to common shares on a one-to-one basis. The RSUs were granted on March 20, 2024 and 1/3 vested on March 20, 2025. The remaining RSUs will vest as follows, subject to continued service through each vesting date: 1/3 of the total award on March 20, 2026 and the remaining amount on March 20, 2027.
- Represents common shares underlying RSUs granted on March 20, 2025. Each RSU represents the right to receive one common share upon vesting. The RSUs were granted and vested upon issuance as part of the Issuer's short-term incentive plan.
- Each RSU represents the right to receive one common share upon vesting.
- The RSUs were granted as part of the Issuer's long-term incentive plan and vest over a three year period as follows, subject to continued service through each vesting date: 1/3 on the first anniversary of March 20, 2023 (the "2023 Grant Date"), 1/3 on the second anniversary of the 2023 Grant Date and 1/3 on the third anniversary of the 2023 Grant Date. 2/3 of the RSUs have vested and have been settled as of the date hereof.
- The RSUs were granted as part of the Issuer's long-term incentive plan and vest over a three year period as follows, subject to continued service through each vesting date: 1/3 on the first anniversary of March 20, 2024 (the "2024 Grant Date"), 1/3 on the second anniversary of the 2024 Grant Date and 1/3 on the third anniversary of the 2024 Grant Date. 1/3 of the RSUs have vested and have been settled as of the date hereof.
- The RSUs were granted as part of the Issuer's long-term incentive plan and vest over a three year period as follows, subject to continued service through each vesting date: 1/3 on the first anniversary of March 20, 2025 (the "2025 Grant Date"), 1/3 on the second anniversary of the 2025 Grant Date and 1/3 on the third anniversary of the 2025 Grant Date.

**Remarks:**

Exhibit 24.1 - Power of Attorney

/s/ Michelle Ancosky, Attorney-In-Fact 03/24/2025

\*\* 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.

## POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Meg Green, Nadia do Canto, Jessica Zhang, Kaoru Suzuki, Daniel Kajunski, Maura Foley and Robyn Frattali of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., and each of Craig Shesky, Ryan Coombes, Michelle Ancosky and Claude Plourde of TMC the metals company Inc. (the "Company"), signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;
- (3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be effective as of December 31, 2023.

/s/ Craig Shesky  
Craig Shesky

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