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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

**TMC THE METALS COMPANY INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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**You May Vote Your Proxy When You View  
The Material On The Internet. You Will Be  
Asked To Follow The Prompts To Vote  
Your Shares By Proxy.**

**TMC THE METALS COMPANY INC.**  
c/o Continental Proxy Services  
1 State Street, New York NY 10004

**TMC the metals company Inc.**  
1111 West Hastings Street, 15th Floor,  
Vancouver BC V6E 2J3

**NOTICE OF ANNUAL AND SPECIAL  
MEETING OF SHAREHOLDERS**  
to be held on  
Thursday, May 29, 2025

**\*Shareholders are cordially invited to attend the virtual Annual and Special Meeting  
and to vote on the Internet or any Mobile device.**

Dear Shareholder,

Notice is hereby given that the 2025 Annual and Special Meeting of Shareholders of TMC the metals company Inc. (the "Company") will be held in a virtual format on Thursday, May 29, 2025 at 10:00 a.m. EDT. You will be able to attend the Annual and Special Meeting, vote your shares electronically and submit your questions during the live audio webcast of the meeting if you were a holder of the Company's common shares at the close of business on the record date of April 3, 2025 by visiting <https://www.cstproxy.com/metals/2025> at the date and time of the meeting.

Proposals to be considered at the Annual and Special Meeting:

1. To consider and act upon a proposal to set the number of directors at eight;
2. To consider and act upon a proposal to elect eight directors to hold office until the next annual general meeting of shareholders;
3. To consider and act upon a proposal to appoint Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025;
4. To adopt an amendment to our articles to update the advance notice provisions with respect to the address of our registered and records office; and
5. To transact such other business that is properly presented at the 2025 Annual and Special Meeting and any adjournments or postponements thereof.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 2, and "FOR" Proposals 1, 3 and 4.

Your electronic vote by proxy authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



**Vote During the Meeting**

If you plan to attend and/or vote at the virtual online Annual and Special Meeting, you will need your 12 digit control number to attend and vote electronically during the Annual and Special Meeting. To attend and/or vote the Annual and Special Meeting, visit:  
<https://www.cstproxy.com/metals/2025>.  
You will be provided instructions and prompted to vote during the meeting.



**Vote Your Proxy on the Internet**

Go to <http://www.cstproxyvote.com>.  
Have your notice available when you access the above website. Follow the prompts to vote your shares.



**Mobile Voting**

On your Smartphone/Tablet, open the QR Reader and scan the below image. Once the voting site is displayed, enter your control number from the proxy card and vote your shares.

CONTROL NUMBER

**The Proxy Materials are available for review at:  
<https://www.cstproxy.com/metals/2025>**

**TMC THE METALS COMPANY INC.**

1111 West Hastings Street, 15th Floor,  
Vancouver BC V6E 2J3

**Important Notice Regarding the Availability of Proxy Materials  
For the 2025 Annual and Special Meeting of Shareholders  
to be Held On May 29, 2025**

The following Proxy Materials are available to you to review at: <https://www.cstproxy.com/metals/2025>

- the Company's Annual Report for the year ended December 31, 2024
- the Company's 2025 Proxy Statement
- the Proxy Card
- any amendments or supplements to the foregoing materials that are required to be furnished to shareholders

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only a notice of the Annual and Special Meeting of Shareholders overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before May 16, 2025 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.  
You must reference your control number.

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

By telephone please call 1-888-266-6791, or  
By logging on to <https://www.cstproxy.com/metals/2025> or  
By email at: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)

*Please include the company name and your control number in the subject line.*

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