

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TMC the metals company Inc.

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**1111 West Hastings Street, 15th Floor
Vancouver, British Columbia
V6E 2J3
(888) 458-3420**

(Address, Including Zip Code, of Principal Executive Offices)

TMC the metals company Inc. 2021 Employee Stock Purchase Plan
(Full Title of the Plans)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, New York 10168
Telephone: (800) 221-0102**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Michael L. Fantozzi, Esq.
Daniel T. Kajunski, Esq.**

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
Telephone: (617) 542-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as other securities for which the registration statements filed on Form S-8 (SEC File Nos. [333-265318](#), [333-270876](#), [333-278223](#), and [333-286192](#)) of TMC the metals company Inc. (the “Registrant”) are effective. The additional securities are 4,229,663 additional Common Shares of the Registrant reserved for issuance under the 2021 Employee Stock Purchase Plan as a result of the automatic increase in the number of shares reserved under this plan on January 1, 2026. The information contained in the Registrant’s registration statements on Form S-8 (SEC File Nos. [333-265318](#), [333-270876](#), [333-278223](#), and [333-286192](#)) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
4.1†	Notice of Articles of TMC the metals company Inc.		Form 10-K (Exhibit 3.1)	3/31/2026	001-39281
4.2	Articles of TMC the metals company Inc.		Form 8-K (Exhibit 3.3)	1/2/2026	001-39281
4.3	TMC the metals company Inc. Common Share Certificate		Form 8-K (Exhibit 4.1)	9/15/2021	001-39281
5.1	Opinion of Fasken Martineau DuMoulin LLP	X			
23.1	Consent of Ernst & Young LLP independent registered public accounting firm of TMC the metals company Inc.	X			
23.2	Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1)	X			
23.3	Consent of Qualified Person (TRS) - AMC Consultants Pty Ltd	X			
23.4	Consent of Qualified Person (TRS) - MARGIN - Marine Geoscience Innovation	X			
23.5	Consent of Qualified Person (TRS) - APYS Subsea Ltd	X			
23.6	Consent of Qualified Person (TRS) - Canadian Engineering Associates Ltd	X			
23.7	Consent of Qualified Person (TRS) - Lanasera Pty Ltd	X			
23.8	Consent of Qualified Person (TRS) - Anthony O’Sullivan	X			
23.9	Consent of Qualified Person (TRS) - Rutger Bosland	X			
23.10	Consent of Qualified Person (TRS) - Dr. Michael Clarke	X			
23.11	Consent of Qualified Person (TRS) - Adam Price	X			
23.12	Consent of Qualified Person (IA) - AMC Consultants Pty Ltd	X			
23.13	Consent of Qualified Person (IA) - MARGIN - Marine Geoscience Innovation	X			
23.14	Consent of Qualified Person (IA) - APYS Subsea Ltd	X			
23.15	Consent of Qualified Person (IA) - Canadian Engineering Associates Ltd	X			
23.16	Consent of Qualified Person (IA) - Lanasera Pty Ltd	X			
23.17	Consent of Qualified Person (IA) - Anthony O’Sullivan	X			
23.18	Consent of Qualified Person (IA) - Rutger Bosland	X			
23.19	Consent of Qualified Person (IA) - Dr. Michael Clarke	X			
23.20	Consent of Qualified Person (IA) - Adam Price	X			
24.1	Power of Attorney (included on the signature page hereof)	X			
99.1+	TMC the metals company Inc. 2021 Employee Stock Purchase Plan		Form S-8 (Exhibit 99.1)	5/31/2022	333-265318
107	Filing Fee Table	X			

† Certain confidential portions of this Exhibit were omitted by means of marking such portions with brackets (“[***]”) because the identified confidential portions are of a personal nature under Regulation S-K Item 601(a)(6).

+ Denotes management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in New York, New York on March 31, 2026.

TMC THE METALS COMPANY INC.

By: /s/ Craig Shesky
Craig Shesky
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Gerard Barron and Craig Shesky, acting alone or together with another attorney-in-fact, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act (and all further amendments, including post-effective amendments, thereto)), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dated indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerard Barron</u> Gerard Barron	Chief Executive Officer and Chairman (<i>Principal Executive Officer</i>)	March 31, 2026
<u>/s/ Craig Shesky</u> Craig Shesky	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	March 31, 2026
<u>/s/ Andrew C. Greig</u> Andrew C. Greig	Director	March 31, 2026
<u>/s/ Andrew Hall</u> Andrew Hall	Director	March 31, 2026
<u>/s/ Michael Hess</u> Michael Hess	Director	March 31, 2026
<u>/s/ Stephen Jurvetson</u> Stephen Jurvetson	Director	March 31, 2026
<u>/s/ Andrei Karkar</u> Andrei Karkar	Director	March 31, 2026
<u>/s/ Sheila Khama</u> Sheila Khama	Director	March 31, 2026
<u>/s/ Christian Madsbjerg</u> Christian Madsbjerg	Director	March 31, 2026
<u>/s/ Brendan May</u> Brendan May	Director	March 31, 2026
<u>/s/ Alex Spiro</u> Alex Spiro	Director	March 31, 2026

FASKEN

Own tomorrow

Fasken Martineau DuMoulin LLP
Barristers and Solicitors
Patent and Trade-mark Agents

550 Burrard Street, Suite 2900
Vancouver, British Columbia V6C 0A3
Canada

T +1 604 631 3131
+1 866 635 3131
F +1 604 631 3232
fasken.com

March 31, 2026
File No.: 328015.00001

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

Dear Sirs/Mesdames:

Re: TMC the metals company Inc. – Registration Statement on Form S-8

We have acted as Canadian counsel to TMC the metals company Inc., a corporation continued under the laws of the Province of British Columbia (the “**Corporation**”), in connection with the filing of a registration statement on Form S-8 (as may be amended, the “**Registration Statement**”), with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”). The Registration Statement relates to registering the issuance of an additional aggregate of 4,229,663 common shares without par value in the capital of the Corporation (the “**2026 ESPP Shares**”) issuable upon exercise of the option awards (the “**2026 ESPP Options**”) outstanding under and in accordance with the terms of the 2021 Employee Stock Purchase Plan of the Corporation (the “**ESPP**”).

A. Documents Reviewed and Reliance

As Canadian counsel to the Corporation, we have examined original executed or electronically delivered copies, which have been certified or otherwise identified to our satisfaction, of:

1. the ESPP; and
2. the Registration Statement.

We have also made such investigations and examined originals or copies, certified or otherwise identified to our satisfaction, of such certificates of public officials and of such other certificates, documents and records as we considered necessary or relevant for purposes of the opinions expressed below, including:

1. a certificate of good standing dated March 31, 2026 issued pursuant to the *Business Corporations Act* (British Columbia) relating to the Corporation; and
2. a certificate signed by the Chief Financial Officer of the Corporation dated as of the date hereof addressed to our firm, containing certain additional corporate information of a factual nature and attaching the constating documents of the Corporation, including the certificate of continuation, notice of articles and articles of the Corporation (the “**Constating Documents**”), and the resolutions of the directors of the Corporation authorizing and approving the issuance of the 2026 ESPP Shares (the “**Officer’s Certificate**”).

FASKEN

As to various questions of fact material to the opinions provided herein, we have relied upon the Officer's Certificate.

B. Laws Addressed

We are qualified to practice law in the Province of British Columbia and our opinion herein is restricted to the laws of the Province of British Columbia and the federal laws of Canada applicable therein. We assume no obligation to update these opinions to take into account any changes in such laws or facts after the date hereof.

C. Assumptions

For the purposes of the opinions expressed herein, we have assumed, without independent investigation, the following:

1. with respect to all documents examined by us, the genuineness of all signatures, the authenticity, completeness and accuracy of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, conformed, telecopied, PDF or photocopied copies of originals and the legal capacity of individuals signing any documents;
2. the completeness, accuracy and currency of the indices and filing systems maintained at the public offices where we have searched or made relevant inquiries and of other documents and certificates supplied by public officials;
3. that the Officer's Certificate continues to be accurate on the date hereof;
4. that the minute books and corporate records of the Corporation, or excerpts thereof, made available to us are the original minute books and records, or excerpts thereof, of the Corporation and contain all of the articles and constating documents of the Corporation and any amendments thereto and all of the respective minutes, or copies thereof, of all applicable proceedings of the shareholders and directors;
5. each of the ESPP and the 2026 ESPP Options constitutes a legal, valid and binding obligation of the Corporation and the other parties thereto, enforceable against each of the parties thereto in accordance with its terms and the execution and delivery thereof was duly authorized by the parties thereto; and
6. that if any obligation under any document is required to be performed in a jurisdiction outside of the Province of British Columbia, the performance of that obligation will not be illegal under the laws of that jurisdiction.

FASKEN

D. Reliance

For the purposes of expressing the opinions set forth herein, in connection with certain factual matters pertaining to this opinion, we have relied exclusively and without independent investigation upon the Officer's Certificate.

E. Opinions

Based upon and relying on the foregoing and the qualifications hereinafter expressed, we are of the opinion that the 2026 ESPP Shares when issued in accordance with the terms of the ESPP will be validly issued, fully paid and non-assessable common shares in the capital of the Corporation.

F. Qualifications

Whenever our opinion refers to securities of the Corporation, whether issued or to be issued, as being "fully-paid and non-assessable", such phrase means that the holders of such securities will not, after the issuance to them of such securities, be liable to pay further amounts to the Corporation in respect of the issue price payable for such securities, and no opinion is expressed as to the adequacy of any consideration received by the Corporation therefor or as to the actual receipt by the Corporation of any consideration for the issuance of such securities.

For greater certainty, a specific assumption, limitation or qualification in this opinion is not to be interpreted to restrict the generality of any other assumption, limitation or qualification expressed in general terms in this opinion that includes the subject matter of the specific assumption, limitation or qualification.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 or Section 11 of the Act or the rules and regulations of the Commission promulgated thereunder.

The opinions herein are given as at the date hereof and we disclaim any obligation or undertaking to advise any person of any change in law or fact that may come to our attention after the date hereof. Our opinions do not take into account any proposed rules, policies or legislative changes that may come into force following the date hereof.

Yours truly,
/s/ Fasken Martineau DuMoulin LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the “TMC the metals company Inc. 2021 Employee Stock Purchase Plan” of our report dated March 31, 2026 with respect to the consolidated financial statements of TMC the metals company Inc., included in its Annual Report (Form 10-K) for the period ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chartered Professional Accountants
Vancouver, Canada

March 31, 2026

AMC Consultants Pty Ltd
 Level 12
 477 Collins Street
 Melbourne
 Victoria, 3000, Australia

CONSENT OF THIRD-PARTY QUALIFIED PERSON

AMC Consultants Pty Ltd (“AMC”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

AMC is responsible for authoring, and this consent pertains to, Sections 1.4, 1.10, 1.13, 2, 4, 5, 7.3.6, 7.4, 7.5.1-7.5.3, 7.5.5, 7.6, 7.7, 7.8.2, 7.10 - 7.12, 8.2-8.3, 9, 11, 12.1, 12.2.5, 12.2.6, 12.2.8, 12.2.10, 12.3 - 12.5, 12.7, 20, 22.2, 22.4, 22.5, 24, and 25 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Felicia Mackenzie

 Felicia Mackenzie

Chief Performance Officer

Signature of Authorized Person for

AMC Consultants Pty Ltd, a Qualified Third-Party Firm

Margin – Marine Geoscience Innovation
21 Kalang Circuit
Coffs Harbour NSW 2450
Australia

CONSENT OF THIRD-PARTY QUALIFIED PERSON

Margin – Marine Geoscience Innovation (“MMGI”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

MMGI is responsible for authoring, and this consent pertains to, Sections 6, 7.1, 7.2.1 – 7.2.7, 7.2.9, 7.2.10, 7.3.1 – 7.3.3, 7.3.5, 7.8.1, 7.9, 7.13, 8.1 and 12.2.4 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Dr. Ian Stevenson

Dr. Ian Stevenson
Geoscience Consultant
Signature of Authorized Person for
Margin – Marine Geoscience Innovation, a Qualified Third-Party Firm

APYS Subsea Ltd
1 The Macies
Bath, United Kingdom
BA1 4HS

CONSENT OF THIRD-PARTY QUALIFIED PERSON

APYS Subsea Ltd (“APYS”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

APYS is responsible for authoring, and this consent pertains to, Sections 7.2.8, 7.3.4, 7.5.4, and 7.14 of the Technical Report Summary.

Dated this March 31, 2026

/s/ John Buckell

John Buckell

Consultant

Signature of Authorized Person for

APYS Subsea Ltd, a Qualified Third-Party Firm

Canadian Engineering Associates Ltd
2544 Weston Road, Unit 208 Toronto, ON M9N 2A6
Canada

CONSENT OF THIRD-PARTY QUALIFIED PERSON

Canadian Engineering Associates Ltd (“CEA”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

CEA is responsible for authoring, and this consent pertains to, Sections 1.7, 10, 12.2.11, 14, 15 and 22.7 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Cameron Harris

Cameron Harris
Principal: Smelting
Signature of Authorized Person for
Canadian Engineering Associates Ltd, a Qualified Third-Party Firm

Lanasera Pty Ltd
9 Pennant Court
Birkdale QLD 4159
Australia

CONSENT OF THIRD-PARTY QUALIFIED PERSON

Lanasera Pty Ltd (“Lanasera”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

Lanasera is responsible for authoring, and this consent pertains to, Sections 1.12, 12.6, 19 and 22.12 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Brett Roughan

Brett Roughan

Principal

Signature of Authorized Person for

Lanasera Pty Ltd, a Qualified Third-Party Firm

Anthony O’Sullivan
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Anthony O’Sullivan (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.1, 1.2, 1.3, 1.5, 1.8, 3, 12.2.1, 12.2.12-12.2.14, 16, 21, 22.1, 22.3, 22.8, 22.9, 22.12 and 23 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Anthony O’Sullivan
Anthony O’Sullivan, a Qualified Person

Rutger Bosland
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Rutger Bosland (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.6, 12.2.3, 12.2.7, 12.2.9, 13 and 22.6 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Rutger Bosland
Rutger Bosland, a Qualified Person

Dr. Michael Clarke
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Dr. Michael Clarke (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.9, 12.2.1, 17 and 22.10 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Dr. Michael Clarke

Dr. Michael Clarke, a Qualified Person

Adam Price
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Adam Price (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Technical Report Summary of Prefeasibility Study of NORI Area D, Clarion Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.11, 18, and 22.11 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Adam Price

Adam Price, a Qualified Person

AMC Consultants Pty Ltd
 Level 12
 477 Collins Street
 Melbourne
 Victoria, 3000, Australia

CONSENT OF THIRD-PARTY QUALIFIED PERSON

AMC Consultants Pty Ltd (“AMC”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

AMC is responsible for authoring, and this consent pertains to, Sections 1.1, 1.4, 2.1, 2.2, 2.3, 2.4, 4, 5.1, 5.3, 6.8, 6.9, 6.10, 6.11.2, 7.1, 7.2, 7.3, 7.4, 8.1, 8.2.1, 8.2.2, 8.3, 9.2, 11, 12, 13.7, 13.8.1, 13.8.2, 13.9, 20, 21, 22.2, 22.4, 22.6, 23, 24 and 25 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Felicia Mackenzie

 Felicia Mackenzie
 Chief Performance Officer
 Signature of Authorized Person for
 AMC Consultants Pty Ltd, a Qualified Third-Party Firm

Margin – Marine Geoscience Innovation
21 Kalang Circuit
Coffs Harbour NSW 2450
Australia

CONSENT OF THIRD-PARTY QUALIFIED PERSON

Margin – Marine Geoscience Innovation (“MMGI”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

MMGI is responsible for authoring, and this consent pertains to, Sections 6.1, 6.2, 6.3, 6.4, 6.5, 6.6, 6.11.1, 7.6.2, 7.6.3, 7.6.4 and 7.6.5 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Dr. Ian Stevenson

Dr. Ian Stevenson
Geoscience Consultant
Signature of Authorized Person for
Margin – Marine Geoscience Innovation, a Qualified Third-Party Firm

APYS Subsea Ltd
1 The Macies
Bath, United Kingdom
BA1 4HS

CONSENT OF THIRD-PARTY QUALIFIED PERSON

APYS Subsea Ltd (“APYS”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

APYS is responsible for authoring, and this consent pertains to, Sections 7.6.6 and 7.7.6 of the Technical Report Summary.

Dated this March 31, 2026

/s/ John Buckell

John Buckell
Consultant
Signature of Authorized Person for
APYS Subsea Ltd, a Qualified Third-Party Firm

Canadian Engineering Associates Ltd
2544 Weston Road, Unit 208 Toronto, ON M9N 2A6
Canada

CONSENT OF THIRD-PARTY QUALIFIED PERSON

Canadian Engineering Associates Ltd (“CEA”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

CEA is responsible for authoring, and this consent pertains to, Sections 1.6, 10, 14, 15, 22.3, 22.7, and 22.8 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Cameron Harris

Cameron Harris

Principal: Smelting

Signature of Authorized Person for

Canadian Engineering Associates Ltd, a Qualified Third-Party Firm

Lanasera Pty Ltd
9 Pennant Court
Birkdale QLD 4159
Australia

CONSENT OF THIRD-PARTY QUALIFIED PERSON

Lanasera Pty Ltd (“Lanasera”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, our name, including our status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by us, that we supervised the preparation of and/or that was reviewed and approved by us, that is incorporated by reference into the Registration Statement.

Lanasera is responsible for authoring, and this consent pertains to, Sections 1.10, 19 and 22.12 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Brett Roughan

Brett Roughan
Principal
Signature of Authorized Person for
Lanasera Pty Ltd, a Qualified Third-Party Firm

Anthony O’Sullivan
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Anthony O’Sullivan (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.2, 1.3, 1.7, 3.1, 3.1.1, 3.1.1.1, 3.1.2, 3.1.2.1, 3.2, 3.2.1, 3.2.2, 5.2, 5.4, 6.7, 6.11.3, 7.5.1, 7.5.2, 7.6.1, 7.7.1, 7.7.2, 7.7.3, 7.7.4, 7.7.5, 8.2, 9.1, 16, 22.1 and 22.9 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Anthony O’Sullivan
Anthony O’Sullivan, a Qualified Person

Rutger Bosland
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Rutger Bosland (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.5, 13.1, 13.2, 13.3, 13.4, 13.5, 13.6, 13.8.3, and 22.5 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Rutger Bosland
Rutger Bosland, a Qualified Person

Dr. Michael Clarke
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Dr. Michael Clarke (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.8, 17, and 22.10 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Dr. Michael Clarke

Dr. Michael Clarke, a Qualified Person

Adam Price
c/o TMC the metals company Inc.
1111 West Hastings Street, 15th Floor Vancouver, BC V6E 2J3
CANADA

CONSENT OF QUALIFIED PERSON

Adam Price (the “Qualified Person”), in connection with the Registration Statement on Form S-8 to be filed on or about the date hereof pertaining to the 2021 Employee Stock Purchase Plan (including any amendments or supplements thereto, the “Registration Statement”), of TMC the metals company Inc. (the “Company”), consents to:

- the incorporation by reference of the technical report summary titled “Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone” with an effective date of August 4, 2025 (the “Technical Report Summary”), prepared in accordance with Subpart 1300 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“S-K 1300”), into the Registration Statement;
- the use of, and references to, my name, including my status as an expert or “qualified person” (as defined in S-K 1300), in the Technical Report Summary and the Registration Statement; and
- the use of the information derived, summarized, quoted or referenced from the Technical Report Summary, or portions thereof, that was prepared by me, that I supervised the preparation of and/or that was reviewed and approved by me, that is incorporated by reference into the Registration Statement.

The Qualified Person is responsible for authoring, and this consent pertains to, Sections 1.9, 18, and 22.11 of the Technical Report Summary.

Dated this March 31, 2026

/s/ Adam Price

Adam Price, a Qualified Person
