

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

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 A1 V6C 2T5</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>TMC the metals Co Inc. [TMC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below) ☒ 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	09/09/2021		A		39,621,909	A	(1)	39,621,909	I	Eras Capital LLC ⁽²⁾

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				
Stock Option (right to buy)	\$0.65	09/09/2021		A		578,931		(3)	06/01/2028	Common Shares ⁽⁴⁾	578,931 ⁽⁴⁾	(5)	578,931	D	
Stock Option (right to buy)	\$0.52	09/09/2021		A		63,682		(6)	02/17/2026	Common Shares ⁽⁷⁾	63,682 ⁽⁷⁾	(8)	63,682	D	
Stock Option (right to buy)	\$0.65	09/09/2021		A		126,407		(9)	(9)	Common Shares ⁽¹⁰⁾	126,407 ⁽¹⁰⁾	(11)	126,407	D	
Class A Special Shares	(12)	09/09/2021		A		864,493		(12)	(12)	Common Shares	864,493	(12)	864,493	I	Eras Capital LLC ⁽²⁾
Class B Special Shares	(12)	09/09/2021		A		1,728,985		(12)	(12)	Common Shares	1,728,985	(12)	1,728,985	I	Eras Capital LLC ⁽²⁾
Class C Special Shares	(12)	09/09/2021		A		1,728,985		(12)	(12)	Common Shares	1,728,985	(12)	1,728,985	I	Eras Capital LLC ⁽²⁾
Class D Special Shares	(12)	09/09/2021		A		3,457,970		(12)	(12)	Common Shares	3,457,970	(12)	3,457,970	I	Eras Capital LLC ⁽²⁾
Class E Special Shares	(12)	09/09/2021		A		3,457,970		(12)	(12)	Common Shares	3,457,970	(12)	3,457,970	I	Eras Capital LLC ⁽²⁾
Class F Special Shares	(12)	09/09/2021		A		3,457,970		(12)	(12)	Common Shares	3,457,970	(12)	3,457,970	I	Eras Capital LLC ⁽²⁾
Class G Special Shares	(12)	09/09/2021		A		4,322,463		(12)	(12)	Common Shares	4,322,463	(12)	4,322,463	I	Eras Capital LLC ⁽²⁾
Class H Special Shares	(12)	09/09/2021		A		4,322,463		(12)	(12)	Common Shares	4,322,463	(12)	4,322,463	I	Eras Capital LLC ⁽²⁾

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

Explanation of Responses:

1. On September 9, 2021, Sustainable Opportunities Acquisition Corp. ("SOAC") (the former name of the Issuer), consummated its initial business combination (the "Business Combination") with DeepGreen Metals Inc. ("DeepGreen") and changed its name to "TMC the metals company Inc." or "TMC". In connection with the Business Combination, these Common Shares were received in exchange for 39,621,909 Class A ordinary shares of SOAC.
2. 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.
3. Fully vested as of September 1, 2019.
4. Also includes the right to purchase 12,631 Class A Special Shares, 25,262 Class B Special Shares, 25,262 Class C Special Shares, 50,525 Class D Special Shares, 50,525 Class E Special Shares, 50,525 Class F Special Shares, 63,157 Class G Special Shares and 63,157 Class H Special Shares.
5. Received in connection with the Business Combination in exchange for a stock option to acquire 500,000 shares of DeepGreen common stock for \$0.75 per share.
6. Fully vested as of February 17, 2021.
7. Also includes the right to purchase 1,389 Class A Special Shares, 2,778 Class B Special Shares, 2,778 Class C Special Shares, 5,557 Class D Special Shares, 5,557 Class E Special Shares, 5,557 Class F Special Shares, 6,947 Class G Special Shares and 6,947 Class H Special Shares.
8. Received in connection with the Business Combination in exchange for a stock option to acquire 55,000 shares of DeepGreen common stock for \$0.60 per share.
9. These stock options vest as follows, subject to continued service through each vesting threshold: (i) 25% if TMC's market capitalization equals or exceeds \$3.0 billion; (ii) 35% if TMC's market capitalization equals or exceeds \$6.0 billion; (iii) 20% if the International Seabed Authority grants an exploitation contract to TMC; and (iv) 20% upon the commencement of the first commercial production following the grant of the exploitation contract. These stock options are exercisable at any time until March 5 of the year following vesting of such stock option (any such date, the "Exercise Date"). These stock options expire on the day after the Exercise Date.
10. Also includes the right to purchase 2,758 Class A Special Shares, 5,516 Class B Special Shares, 5,516 Class C Special Shares, 11,032 Class D Special Shares, 11,032 Class E Special Shares, 11,032 Class F Special Shares, 13,790 Class G Special Shares and 13,790 Class H Special Shares.
11. Received in connection with the Business Combination in exchange for a stock option to acquire 109,173 shares of DeepGreen common stock for \$0.75 per share.
12. Each of the Class A Special Shares, the Class B Special Shares, the Class C Special Shares, the Class D Special Shares, the Class E Special Shares, the Class F Special Shares, the Class G Special Shares and the Class H Special Shares (collectively, the "Special Shares") automatically convert into Common Shares on a one for one basis, if on any twenty trading days within any thirty trading day period, the Common Shares trade for a price that is greater than or equal to the price threshold for such class of Special Shares (the "Price Threshold") described below, or in the event of certain changes of control. The Price Thresholds for the Special Shares are as follows: Class A Special Shares (\$15.00), Class B Special Shares (\$25.00), Class C Special Shares (\$35.00), Class D Special Shares (\$50.00), Class E Special Shares (\$75.00), Class F Special Shares (\$100.00), Class G Special Shares (\$150.00), and Class H Special Shares (\$200.00).

/s/ Jaime Lee, Attorney-in-Fact 09/13/2021

** 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.