

☐ 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

|                                                                                                                                                                                                                                                             |                                                                                      |                                                                                                                                                                                                                                      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Karkar Andrei</u><br><br>(Last) (First) (Middle)<br><u>C/O TMC THE METALS COMPANY</u><br><u>INC., 595 HOWE STREET, 10TH FLOOR</u><br><br>(Street)<br><u>VANCOUVER A1 V6C 2T5</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TMC the metals Co Inc. [ TMC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|                                                                                                                                                                                                                                                             | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/30/2021</u>                |                                                                                                                                                                                                                                      |
|                                                                                                                                                                                                                                                             | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                   | 09/30/2021                           |                                                    | P                              |   | 2,250,110                                                         | A          | \$4.4442 <sup>(2)</sup> | 41,872,019                                                                                    | I                                                        | Eras Capital LLC <sup>(1)</sup>                       |
| 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 |                                                                                        | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

|                                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Karkar Andrei</u><br><br>(Last) (First) (Middle)<br><u>C/O TMC THE METALS COMPANY</u><br><u>INC., 595 HOWE STREET, 10TH FLOOR</u><br><br>(Street)<br><u>VANCOUVER A1 V6C 2T5</u><br><br>(City) (State) (Zip)   |
| 1. Name and Address of Reporting Person*<br><u>ERAS Capital LLC</u><br><br>(Last) (First) (Middle)<br><u>C/O TMC THE METALS COMPANY INC.</u><br><u>595 HOWE STREET, 10TH FLOOR</u><br><br>(Street)<br><u>VANCOUVER A1 V6C 2T5</u><br><br>(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. The price reflects the average selling price of the common shares sold. These common shares were sold in multiple transactions at prices ranging from \$4.12 to \$4.61 per common share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of common shares sold at each price.

/s/ Jaime Lee, Attorney-in-Fact

10/01/2021

\*\* 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.**