

## CODE OF BUSINESS CONDUCT AND ETHICS

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### 1. Introduction

The Board of Directors (the “**Board**”) of TMC the metals company Inc. has adopted this code of business conduct and ethics (this “**Code**”), which is applicable to all of the directors, officers, employees and contractors (each, a “*person*” as used herein) of the Company (as defined below) to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote the full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “**SEC**”), as well as in other public communications made by or on behalf of the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- deter wrongdoing; and
- require prompt internal reporting of breaches of, and accountability for adherence to, this Code.

It is the responsibility of each person to conduct themselves in an ethical business manner and also to ensure that others do the same. If any person violates these standards, he or she can expect a disciplinary response, up to and including termination of employment or other relationship with the Company and/or, potentially, legal action. If any person becomes aware of any breach of the Code, the person is obligated to report violations to the General Counsel, to the chairperson of the Audit Committee of the Board (the “**Audit Committee**”) or through the Company’s whistleblower reporting system administered by NAVEX (the “**NAVEX Reporting System**”), as described in more detail below.

The Code contains a clear anti-retaliation pledge, meaning that if any person in good faith reports a violation of the Code by any person, or by the Company or agents acting on its behalf, to the NAVEX Reporting System, the General Counsel or the Chairperson, such person will not be fired, demoted, reprimanded or otherwise harmed for reporting the violation. Note however that, although such person will not be disciplined for reporting a violation, such person may be subject to discipline if such person is involved in the underlying conduct or violation. Each person is entitled to make the report on a confidential and anonymous basis, in compliance with applicable law. To the extent an investigation must be initiated, the Company will endeavor to keep confidential any report such person makes, except to the extent disclosure is required by applicable law, regulation or court order or is necessary to permit a complete investigation of such report.

The name, phone number and email address of the General Counsel are listed below<sup>1</sup>.

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<sup>1</sup> This information will be updated from time to time if and to the extent TMC staff changes.

This Code may be amended and/or modified by the Board. In this Code, references to the “**Company**” mean TMC the metals company Inc. and, in appropriate context, the Company’s subsidiaries, if any.

## **2. Honest, Ethical and Fair Conduct**

Each person owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest, fair and candid. Deceit, dishonesty and subordination of principle are inconsistent with integrity. Service to the Company should never be subordinated to personal gain and/or advantage.

Each person must:

- act with integrity, including being honest and candid while still maintaining the confidentiality of the Company’s information where required or when in the Company’s interests;
- observe all applicable governmental laws, rules and regulations;
- comply with the requirements of applicable accounting and auditing standards, as well as Company policies, in order to maintain a high standard of accuracy and completeness in the Company’s financial records and other business-related information and data;
- adhere to a high standard of business ethics and not seek competitive advantage through unlawful or unethical business practices;
- deal fairly with the Company’s customers, suppliers, competitors, employees and independent contractors;
- refrain from taking advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice;
- protect the assets of the Company and ensure their proper use;
- avoid conflicts of interest, wherever possible, except as may be allowed under guidelines or resolutions approved by the Board (or the appropriate committee of the Board) or as disclosed in the Company’s public filings with the SEC. Anything that would be a conflict for a person subject to this Code also will be a conflict for a member of his or her immediate family or any other close relative. Examples of conflict of interest situations include, but are not limited to, the following:
  - any significant ownership interest in any supplier, distributor or customer;
  - any consulting or employment relationship with any supplier, distributor or customer;
  - the receipt of any money, non-nominal gifts or excessive entertainment from any entity with which the Company has current or prospective business dealings;

- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable officers or directors are permitted to so purchase or sell;
- any other financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) involving the Company; and
- any other circumstance, event, relationship or situation in which the personal interest of a person subject to this Code interferes—or even appears to interfere—with the interests of the Company as a whole.

### 3. Disclosure

The Company strives to ensure that the contents of and the disclosures in the reports and documents that the Company files with the SEC and other public communications are full, fair, accurate, timely and understandable in accordance with applicable disclosure standards, including standards of materiality, where appropriate. To that end, the Company has adopted *The Form 8-K Disclosure Compliance Policy* and *The Disclosure Controls and Procedures for Periodic Reporting under the Securities Exchange Act of 1934* (the “**Disclosure Policies**”). As further detailed by the Disclosure Policies, each person must:

- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company’s independent registered public accountants, governmental regulators, self-regulating organizations and other governmental officials, as appropriate; and
- in relation to his or her area of responsibility, properly review and critically analyze proposed disclosure for accuracy and completeness.

In addition to the foregoing, the Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”) of the Company and each subsidiary of the Company (or persons performing similar functions), and each other person who typically is involved in the financial reporting of the Company, must familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.

Each person must promptly bring to the attention of the Chairperson any information he or she may have concerning (a) significant deficiencies in the design or operation of internal and/or disclosure controls that could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

### 4. Compliance

It is the Company’s obligation and policy to comply with all applicable governmental laws, rules and regulations. All persons are expected to understand, respect and comply with all of the laws, regulations, policies and procedures that apply to them in their positions with the Company. Employees and contractors are responsible for talking to their supervisors to determine which laws, regulations and Company policies apply to their position and what training is necessary to understand and comply with them.

All persons are directed to make specific policies and procedures available to persons they supervise.

**5. Reporting and Accountability**

The Board is responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. Any person who becomes aware of any suspected or actual violation of this Code is required to report the violation to the NAVEX Reporting System (the contact details for which are below), the General Counsel or the Chairperson. All persons are also encouraged to raise any issues or concerns regarding the Company’s business or operations. Failure to report a suspected or actual violation is itself a violation of the Code and may subject the person to disciplinary action, up to and including termination of employment or other relationship with the Company or, potentially, legal action. Reports may be made on a completely confidential and anonymous basis. To the extent any investigation is necessitated by a report, the Company will endeavor to keep the proceedings and the identity of the reporting person confidential, except to the extent disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report.

Individuals should consider leaving, but are not required to leave, their name or a contact number when submitting a report. Such information may facilitate a more thorough and efficient investigation. The General Counsel will strive to maintain the integrity and confidentiality of all compliance-related communications. However, in certain circumstances, the identity of the person reporting the issue may become known or may need to be revealed, particularly if federal or state enforcement authorities become involved in the investigation. The Company cannot guarantee confidentiality, particularly when material evidence of a violation of the law is disclosed or if the person is identified during the normal course of an investigation.

If you are aware of any breach of the Code, you are obligated to report violations to the NAVEX Reporting System, to the General Counsel or to the Chairperson. The NAVEX Reporting System is operated by a third party service provider, which the Company has engaged to receive such reports, the contact details for which are below. You may make such reports on a completely anonymous and confidential basis, in compliance with applicable law, by contacting the NAVEX Reporting System. Any person may report to the NAVEX Reporting System any concerns he or she may have with respect to the Company, including, but not limited to, concerns with the Company’s business or operations, suspected violations of the Code, securities or antifraud laws, accounting issues, any law relating to fraud against shareholders, or any other issue concerning the Company or such person’s employment or other relationship with the Company. Reports made to the NAVEX Reporting System will, in turn, be provided directly to the General Counsel and the Audit Committee on an anonymous (to the extent the report was made anonymously) and confidential basis. The NAVEX Reporting System may be reached 24 hours a day, 7 days a week at the following toll-free number and internet address:

**Contact Information for the NAVEX Reporting System:**

<b>NAVEX Reporting System</b>	<a href="https://metals.ethicspoint.com">metals.ethicspoint.com</a>
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Any person who in good faith (a) reports a suspected violation under the Code by any person, or by the Company or its agents acting on its behalf, or (b) raises issues or concerns regarding the Company’s business or operations, in either case to the NAVEX Reporting System, to the General Counsel or to the Chairperson, may not be fired, demoted, reprimanded or otherwise harmed for, or because of, the reporting of the suspected violation, issue or concern, regardless of whether the

suspected violation, issue or concern involves the person, his or her supervisor or senior management of the Company.

In addition, any person who in good faith reports a suspected violation under the Code that he or she reasonably believes constitutes a violation of a federal statute by the Company, or its agents acting on its behalf, to a federal regulatory or law enforcement agency may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of his or her employment for, or because of, the reporting of the suspected violation, regardless of whether the suspected violation involves the person, his or her manager or senior management of the Company.

## **6. Waivers and Amendments**

Any waiver (defined below) or implicit waiver (defined below) from a provision of this Code for the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, or any amendment (as defined below) to this Code is required to be disclosed in a Current Report on Form 8-K filed with the SEC. In lieu of filing a Current Report on Form 8-K to report any such waivers or amendments, the Company may provide such information on its website, keep such information on the website for at least 12 months and disclose the website address as well as any intention to provide such disclosures in this manner in its most recently filed Annual Report on Form 10-K.

A “waiver” means the approval by the Board of a material departure from a provision of this Code. An “implicit waiver” means the Company’s failure to take action within a reasonable period of time regarding a material departure from a provision of this Code that has been made known to an executive officer of the Company. An “amendment” means any amendment to this Code other than minor technical, administrative or other non-substantive amendments hereto.

All persons should note that it is not the Company’s intention to grant or to permit waivers from the requirements of this Code. The Company expects full compliance with this Code.

## **7. Insider Trading**

Each person shall comply with the Company’s Policy on Insider Trading.

## **8. Financial Statements and Other Records**

All of the Company’s books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company’s transactions and must both conform to applicable legal requirements and to the Company’s system of internal controls. Unrecorded or “off the books” funds or assets should not be maintained unless permitted by applicable law or regulation.

Records should always be retained or destroyed according to the Company’s record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the Board or the Company’s internal or external legal counsel.

## **9. Improper Influence on Conduct of Audits**

No director, officer or employee, or any other person acting under the direction thereof, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any

public or certified public accountant engaged in the performance of an audit or review of the financial statements of the Company or take any action that such person knows or should know that if successful could result in rendering the Company's financial statements materially misleading. Any person who believes such improper influence is being exerted should report such action to such person's supervisor, or if that is impractical under the circumstances, to any of the Company's directors.

Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:

- offering or paying bribes or other financial incentives, including future employment or contracts for non-audit services;
- providing an auditor with an inaccurate or misleading legal analysis;
- threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting;
- seeking to have a partner removed from the audit engagement because the partner objects to the Company's accounting;
- blackmailing; and
- making physical threats.

## **10. Anti-Corruption Laws**

The Company complies with the anti-corruption laws of the countries in which it does business, including the Canadian *Corruption of Foreign Public Officials Act*, the Canadian *Criminal Code*, the U.S. *Foreign Corrupt Practices Act*, and the U.K. *Bribery Act*. To the extent prohibited by applicable law, directors, officers and employees will not directly or indirectly give anything of value to government officials, including employees of state-owned enterprises or foreign political candidates. These requirements apply both to Company employees and agents, such as third-party sales representatives, no matter where they are doing business. If you are authorized to engage agents on the Company's behalf, you are responsible for ensuring they are reputable and for obtaining a written agreement for them to uphold the Company's standards in this area. Each person must act in accordance with the Anti-Corruption and Anti-Bribery Compliance Policy.

## **11. Violations**

Violation of this Code is grounds for disciplinary action up to and including termination of employment. Such action is in addition to any civil or criminal liability which might be imposed by any court or regulatory agency.

## **12. Other Policies and Procedures**

Any other policy or procedure set out by the Company in writing or made generally known to employees, officers or directors of the Company prior to the date hereof or hereafter are separate requirements and remain in full force and effect.

**13. Inquiries**

All inquiries and questions in relation to this Code or its applicability to particular people or situations should be addressed to the Company's Secretary, or such other compliance officer as shall be designated from time to time by the Board.

## ADDITIONAL PROVISIONS FOR EXECUTIVE OFFICERS

The CEO and all executive officers, including the CFO and Chief Accounting Officer (“CAO”), are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest, and compliance with law. In addition to this Code, the CEO and executive officers are subject to the following additional specific policies:

- A. Act with honesty and integrity, avoiding actual or apparent conflicts between personal, private interests and the interests of the Company, including receiving improper personal benefits as a result of his or her position.
- B. Disclose to the CEO (if a senior financial officer) and the Board any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.
- C. Perform responsibilities with a view to causing periodic reports and documents filed with or submitted to the SEC and all other public communications made by the Company to contain information that is accurate, complete, fair, objective, relevant, timely and understandable, including full review of all annual and quarterly reports.
- D. Comply with laws, rules and regulations of federal, state and local governments applicable to the Company and with the rules and regulations of private and public regulatory agencies having jurisdiction over the Company.
- E. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting or omitting material facts or allowing independent judgment to be compromised or subordinated.
- F. Respect the confidentiality of information acquired in the course of performance of his or her responsibilities except when authorized or otherwise legally obligated to disclose any such information; not use confidential information acquired in the course of performing his or her responsibilities for personal advantage.
- G. Share knowledge and maintain skills important and relevant to the needs of the Company, its shareholders and other constituencies and the general public.
- H. Proactively promote ethical behavior among subordinates and peers in his or her work environment and community.
- I. Use and control all corporate assets and resources employed by or entrusted to him or her in a responsible manner.
- J. Refrain from using corporate information, corporate assets, corporate opportunities or his or her position with the Company for personal gain and/or advantage; refrain from competing directly or indirectly with the Company.
- K. Comply in all respects with this Code.
- L. Advance the Company’s legitimate interests when the opportunity arises.

The Board will investigate any reported violations and will oversee an appropriate response, including corrective action and preventative measures. Any officer who violates this Code will face appropriate, case specific disciplinary action, which may include demotion or discharge.

Any request for a waiver of any provision of this Code must be in writing and addressed to the Chairman of the Board. Any waiver of this Code will be disclosed as provided in Section 6 of this Code.

It is the policy of the Company that each officer covered by this Code shall acknowledge and certify to the foregoing annually and file a copy of such certification with the Chairman of the Board.