Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL		
	OMB Number:	3235-0287	
	Estimated average burden		
-	hours nor response:	0.5	

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) TMC the metals Co Inc. [TMC] **Barron Gerard** Director X 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) (First) (Middle) below) below) (Last) 03/20/2024 Chief Executive Officer C/O TMC THE METALS COMPANY INC., 595 HOWE STREET, 10TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting VANCOUVER A1 V6C 2T5 Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 6. Ownership 7. Nature Transaction Execution Date Securities Beneficially orm: Direct (Month/Day/Year) Code (Instr. if any (D) or Indirect Beneficial (Month/Day/Year) 8) Owned Following Reported (I) (Instr. 4) Ownership (Instr. 4) (A) or (D) Transaction(s) Code ν Amount Price (Instr. 3 and 4) Common Shares 03/20/2024 350,690(1) \$0.00 17,770,306 D A A 1,276,936(2) Common Shares 03/20/2024 19,047,242 D Α A \$0.00 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date 7. Title and Amount of 5. Number 6. Date Exercisable and 9. Number of 11. Nature 8. Price of Conversion Transaction **Expiration Date** Derivative Ownership of Indirect derivative Security (Instr. 3) if any Security or Exercise (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Securities Form: Beneficial Direct (D) Price of (Month/Day/Year) 8) Securities Underlying (Instr. 5) Beneficially Ownership Acquired (A) or Disposed Derivative Derivative Owned or Indirect (I) (Instr. 4) (Instr. 4) Security (Instr. 3 and 4) Security Following Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount

Explanation of Responses:

1. Consists of restricted stock units ("RSUs"). Each RSU represents the right to receive one common share upon vesting. The RSUs were granted and vested upon issuance as part of the Issuer's short-term incentive plan.

Date

Exercisable

2. The RSUs were granted as part of the Issuer's long-term incentive plan and vest over a three year period as follows, subject to continued service through each vesting date: 1/3 on the first anniversary of March 20, 2024 (the "Grant Date"), 1/3 on the second anniversary of the Grant Date and 1/3 on the third anniversary of the Grant Date.

> /s/ Ryan Coombes, General Counsel

Numbe

Shares

03/22/2024

Title

Expiration

Date

** 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).

Code

(A) (D)

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.