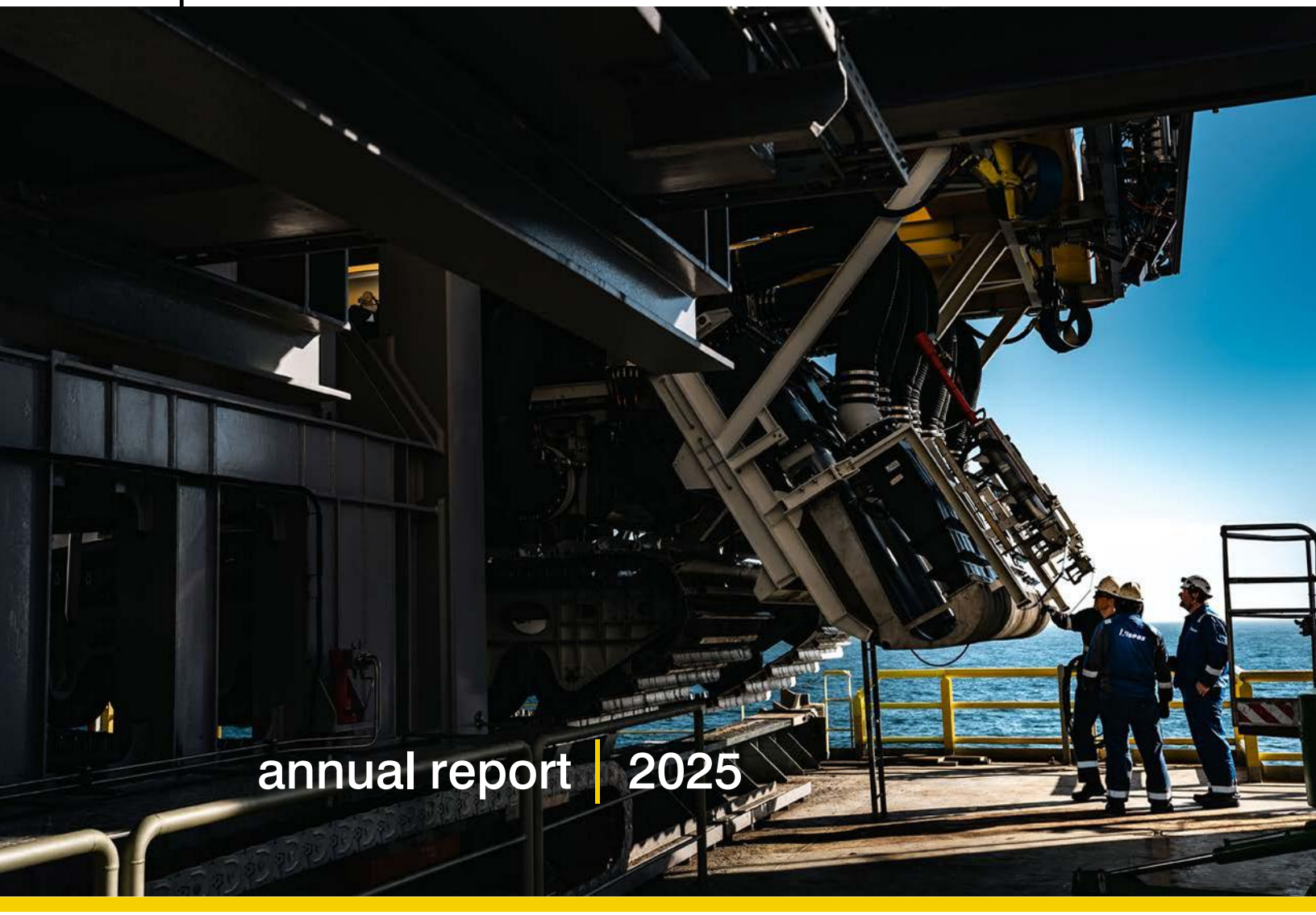
the metals company



annual report | 2025



Gerard Barron
Chairman & CEO

2025 Annual Report

Dear Fellow Shareholders,

Over the past year, The Metals Company crossed a threshold. What began more than a decade ago as a scientific and technical effort to responsibly unlock seafloor minerals has now entered a new phase – defined by regulatory clarity, commercial readiness, and accelerating momentum toward first production.

In 2025, our subsidiary TMC USA submitted applications for a commercial recovery permit and two exploration licenses in international waters under the U.S. Deep Seabed Hard Mineral Resources Act and NOAA implementing regulations, which together form the U.S. seabed mining code. And following updates to NOAA's regulatory framework in early 2026, we submitted the first consolidated deep-seabed mining application, establishing a more predictable and efficient pathway to production and expanding our expected commercial recovery area.

This progress was made possible because of clear policy signals from the U.S. Administration. In April, President Trump signed the Executive Order 'Unleashing America's Offshore Critical Minerals and Resources,' establishing a clear national objective: U.S. leadership in deep-sea minerals. The Order directed federal agencies to expedite permitting, evaluate offtake for national defense and energy security, assess domestic processing capacity, and mobilize America's industrial and financial base. It marked a decisive shift from debate to action – and catalyzed a strong response from the industry, with more than a dozen new applications submitted by exploration companies.

At TMC USA, we continued to de-risk and advance our onshore processing strategy. We completed additional large-scale smelting trials on 2,000 tonnes of nodules at our partner PAMCO's facilities in Hachinohe, Japan, further validating the compatibility of these materials with existing processing infrastructure. Importantly, we welcomed Korea Zinc as a strategic investor and partner through an $85 million investment. Korea Zinc is the only company outside China with the capability to process our nodules into battery-grade precursor materials at scale. Like us, they share a commitment to building processing infrastructure in the United States – supporting the Administration's re-industrialization agenda while establishing a secure supply chain for critical metals.

Since our founding in 2011, we have pioneered many of our industry's firsts. In August 2025, we published the first-ever Pre-Feasibility Study (PFS) for a polymetallic nodule project—representing one of our most consequential milestones to date. The study demonstrated clear commercial viability for initial production at NORI-D and included the world's first declaration of mineral reserves for a nodule project. Alongside the PFS, we published an Initial Assessment highlighting the significant potential to scale across our remaining NORI and TOML areas. Together, these studies outline a total estimated Net Present Value of $23.6 billion across our full resource base, underscoring both the scale of the opportunity and our pathway to responsible production.

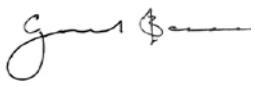
In 2025, we continued publishing extensive new data from our Environmental and Social Impact Assessment and from peer-reviewed studies resulting from our collaboration with leading research institutions. These findings provide clarity where speculation once dominated. They confirm that seafloor sediment plumes remain low and settle quickly, and that midwater plumes dilute rapidly to background levels – directly contradicting claims that impacts would travel thousands of miles or threaten fisheries. With 27 offshore research campaigns completed to define the resource, develop an environmental baseline and test and monitor the environmental impacts of our collection technology, we have built the world's most comprehensive deep-sea environmental dataset. This is being shared publicly, and is moving the conversation from fear to facts.

As our company has advanced, so too has our governance. We strengthened our Board with the appointment of Michael Hess and Alex Spiro, adding deep operational, legal, and capital markets expertise as we transition into execution under the U.S. regulatory regime. We also renewed and updated our long-standing Sponsorship Agreements with Nauru and Tonga, reaffirming science-based partnerships built on transparency, and shared benefit.

Taken together, these developments mark a turning point. The question is no longer whether deep-sea minerals can be developed responsibly, nor whether a viable regulatory and industrial framework exists. The question is how quickly America can scale new sources of critical metals to support energy security, economic resilience, and technological leadership.

I want to thank our employees, partners, sponsoring states, regulators, and investors for their continued trust and belief in our mission. The Metals Company was founded to help solve one of the planet's most complex problems at a critical moment. With clarity of purpose, growing alignment from government and industry, and one of the largest environmental datasets to guide our actions, we are focused on delivering – urgently, responsibly, and at scale.

Sincerely,



Gerard Barron
Chairman & CEO

April 18, 2026

Company Highlights

World First: TMC USA Submits Application for Commercial Recovery of Deep-Sea Minerals in the High Seas Under U.S. Seabed Mining Code

On April 29, following the earlier Executive Order, The Metals Company USA (TMC USA) submitted applications to the National Oceanic and Atmospheric Administration (NOAA) for two exploration licenses and one commercial recovery permit under DSHMRA and NOAA's implementing regulations which form the U.S. seabed mining code. Later, on August 11, TMC USA received notice of full compliance from NOAA on its exploration applications, and reconfirmation that it has priority right over both exploration areas.

Later in December, NOAA announced that our exploration applications had been published to the Federal Register ahead of a public comment period. This transparent and rigorous review process is an essential step in responsibly advancing this important resource and supporting the emergence of this new industry.

TMC USA Files First Consolidated Deep-Seabed Mining Application, Increasing Expected Commercial Recovery Permit Area to 65,000 km²

On January 22, 2026, we announced that our subsidiary, TMC USA, submitted a consolidated application to NOAA for an exploration license and a commercial recovery permit for polymetallic nodules in international waters of the Clarion Clipperton Zone (CCZ) in the Pacific Ocean. The application – the first submitted under NOAA's new consolidated application and review proces – expands the commercial recovery area from approximately 25,000 km² to 65,000 km², with an estimated resource of 619 million tonnes (Mt) of wet nodules and potential exploration upside of an additional 200 Mt. TMC USA qualified to apply under the new process by demonstrating the scientific, technical, and financial capability required to advance commercial recovery activities expeditiously.

TMC Releases Two Economic Studies with Combined NPV of $23.6B and Declares World-First Nodule Reserves

On August 4, we published two SEC S-K 1300-compliant technical report summaries highlighting a total combined Net Present Value (NPV) of $23.6 billion, showing potential economic viability of our NORI-D Project and significant potential scalability across other NORI and TOML areas. In a world-first Pre-Feasibility Study (PFS) for a polymetallic nodule project, we reported a Net Present Value (NPV) of $5.5 billion and the first-ever declaration of mineral reserves for nodules with 51 million tonnes (Mt) of probable mineral reserves.

$85 Million Strategic Investment from Korea Zinc – a World-Leader in Non-Ferrous Metal Refining and pCAM Technology

On June 16, we welcomed Korea Zinc – a world leader in non-ferrous metal refining and precursor Cathode Active Material (pCAM) technology – as a strategic investor through their $85 million equity investment in TMC. Korea Zinc's R&D team has received a bulk sample of TMC-supplied nodule material and is validating processing and refining pathways and potential synergies through vertical integration.



High-grade NiCuCo alloy smelted during PAMCO's industrial-scale processing trials in Hachinohe, Japan.

TMC Announces Registered Direct Offering for $37 Million

On May 12, we entered into a securities purchase agreement with certain new and existing investors, including an existing strategic investor, for the sale of an aggregate of 12,333,333 common shares and accompanying Class C warrants, in a registered direct offering. The financing was led by Michael Hess, Chief Investment Officer of Hess Capital, Brian Paes-Braga, Managing Partner at SAF Group, and Allseas. The offering price was $3.00 per share, resulting in gross proceeds of $37.0 million, with each share including an accompanying Class C Warrant to purchase one common share. The Class C Warrants are exercisable immediately upon issuance at a price of $4.50 per share and expire three years from issuance.

TMC Announces Appointment of Michael Hess and Alex Spiro to its Board of Directors

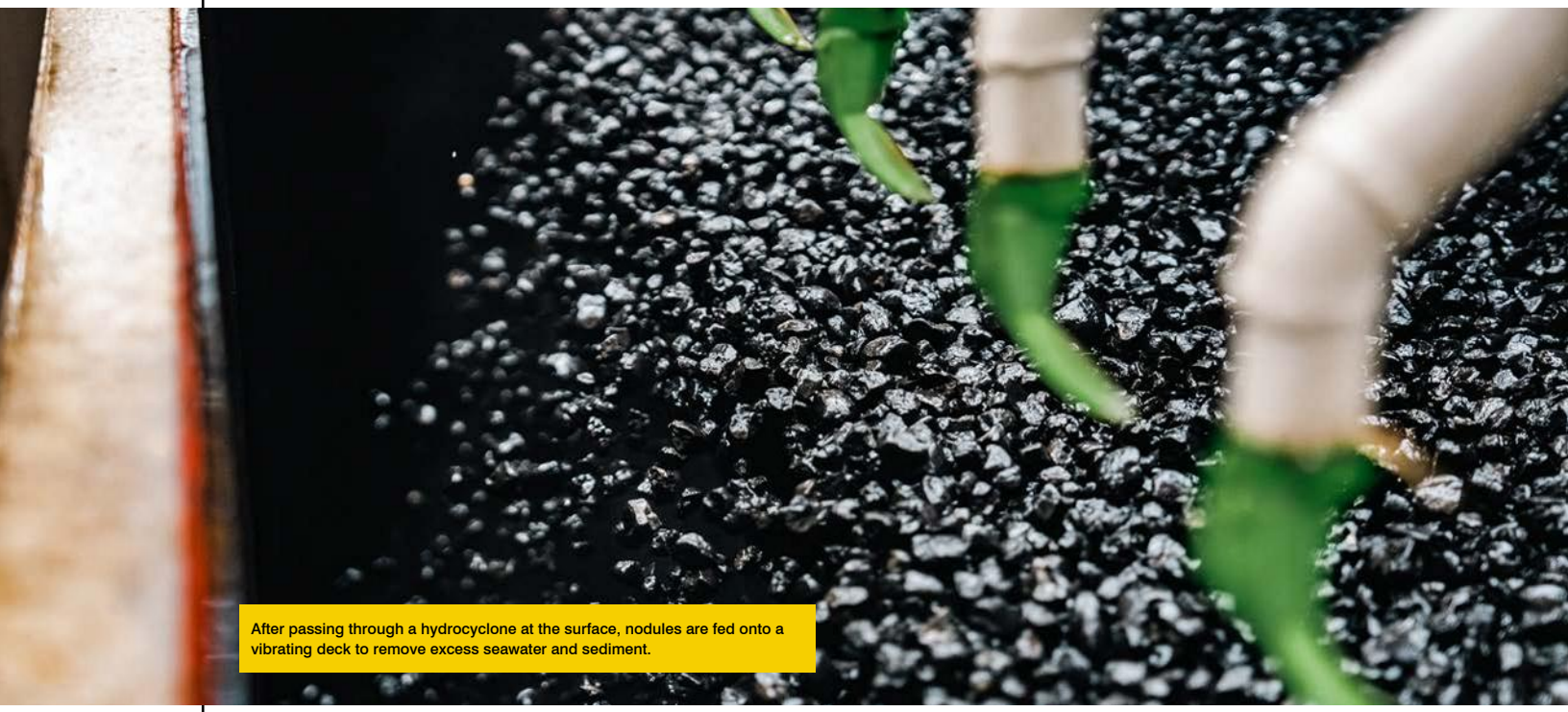
On June 16, we announced the appointment of Michael Hess and Alex Spiro to our Board of Directors, strengthening our board as we execute on our U.S. strategy and accelerate progress toward commercial recovery of polymetallic nodules in international waters under the existing U.S. seabed mining code. Mr. Hess brings deep operational and investment experience in the U.S. energy sector, along with a strong network and strategic perspective that will support our path toward commercial operations under U.S. law. Mr. Spiro adds significant legal and capital markets expertise, and his counsel is already proving valuable.

TMC Pioneers Process to Produce High-Purity Manganese Sulfate from Seafloor Nodules, Opening New Frontier for Potential U.S. Manganese Independence

In October, our onshore processing team successfully produced high-purity manganese sulfate from our intermediate manganese silicate product during bench scale trials at our partner Kingston Process Metallurgy's operating facility in Ontario. With America almost entirely reliant on foreign sources of manganese, most of it refined in China, the milestone demonstrates how our team is proving the metallurgical processes needed to unlock the full value and strategic potential of this enormous resource to support America's re-industrialization. By converting our manganese silicate product into high-purity manganese sulfate essential for batteries, we have significant optionality to support both existing and new industries.

TMC and PAMCO Achieve Nodule Processing Milestone

On February 18, we announced that PAMCO successfully smelted 450 tonnes of calcine material into 35 tonnes of NiCuCo alloy and 320 tonnes of Mn silicate products, during a campaign to process a 2,000-tonne sample of deep-seafloor polymetallic nodules at PAMCO's Rotary Kiln Electric-Arc Furnace facility in Hachinohe, Japan, demonstrating the process at scale. The process data and operational experience gathered during the processing trial was used by PAMCO to complete a feasibility study in June 2025.



After passing through a hydrocyclone at the surface, nodules are fed onto a vibrating deck to remove excess seawater and sediment.

TMC Announces Updated Sponsorship Agreements with Nauru and Tonga

In 2025, TMC renewed its long-standing partnerships with both the Republic of Nauru and the Kingdom of Tonga through updated Sponsorship Agreements that reaffirm our shared commitment to responsible deep-sea mineral exploration. On June 4, the Government of Nauru and its sponsored entity, our subsidiary, Nauru Ocean Resources Inc. (NORI), signed a revised agreement that updates the terms of the original 2017 contract and ensures continued financial, training, and community benefits for Nauru while providing continuity benefits upon future commercial production.

Later, on August 4, the Government of Tonga and its sponsored entity, our subsidiary, Tonga Offshore Mining Ltd., and TMC announced an updated Sponsorship Agreement that maintains existing benefits for Tonga and extends protections and continuity should any TMC subsidiary obtain authorization under the U.S. regulatory regime and begin commercial recovery. These renewed agreements underscore the strong, science-based partnerships we have built with our Pacific host states as we work together toward responsible development of critical mineral resources.

TMC Strategy Day 2025

On August 4, we held our inaugural Strategy Day in New York. The day was a landmark moment for TMC and concluded with our CEO Gerard Barron ringing the NASDAQ closing bell, joined by our team, partners, and some of our retail investors.

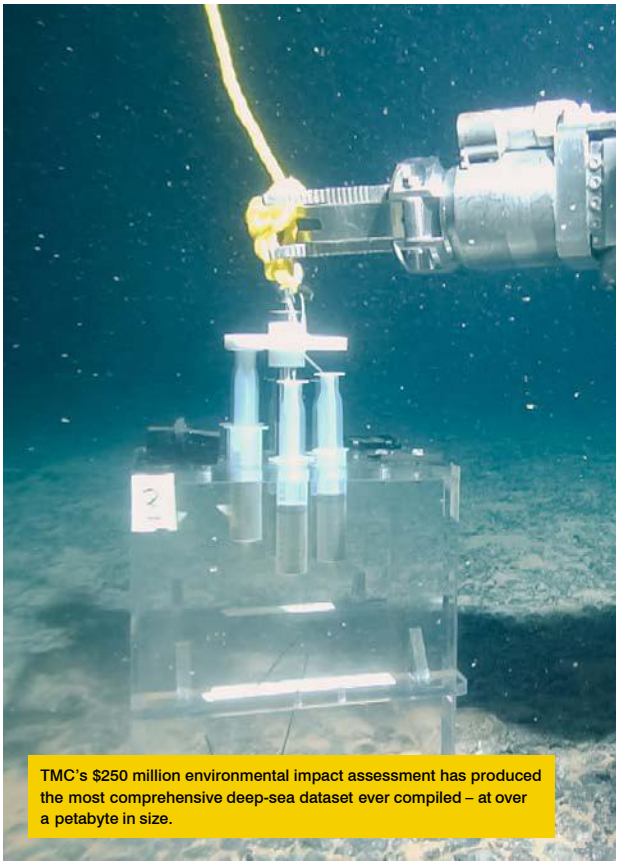
Rutger Bosland, Pioneering Engineer and Technical Lead on Development of TMC's Nodule Collection System, Joins TMC to Drive Commercial Readiness

On April 15, we announced that Rutger Bosland, the engineer and technical lead who oversaw the design, build, and successful test deployment of Allseas' integrated nodule collection system, had joined the Company as Chief Innovation and Offshore Technology Officer. Rutger is leading offshore innovation and efforts to scale our technologies for commercial production. He brings world-class expertise in deep-sea mining, naval architecture, and offshore operations to TMC, having led a team of 80+ engineers in developing the nodule collection system, and Allseas' program to scale-up nodule collection technology in preparation for our planned commercial operations.

Industry Updates

TMC Welcomes U.S. Executive Order to Expedite Permitting and Evaluate Domestic Processing of Nodules from the High Seas

On April 25, we welcomed an Executive Order signed by President Trump to create a robust domestic supply for critical minerals derived from seabed resources. The Executive Order, 'Unleashing America's Offshore Critical Minerals and Resources,' directs the Commerce Secretary to implement an expedited permitting process under DSHMRA, a statute passed by Congress in 1980. In addition to directing the International Development Finance Corporation, Export-Import Bank and Trade and Development Agency to identify tools to support this new industry, the order instructs the Departments of War and Energy to assess the use of the National Defense Stockpile for nodule-derived minerals and entering into offtake agreements for the procurement of these minerals. These departments are also directed to review and support domestic processing capabilities for seabed mineral resources and Defense Production Act authorities. The Executive Order also issued a directive for a joint assessment, led by the Secretaries of Commerce, State, Interior, and Energy in coordination with U.S. partners and allies, on the feasibility of an international seabed benefit-sharing mechanism.



TMC's $250 million environmental impact assessment has produced the most comprehensive deep-sea dataset ever compiled – at over a petabyte in size.

U.S. and Japan Partner to Develop Rare Earths from Seabed Minerals in the Pacific

On November 6, Reuters reported that the United States and Japan were partnering on the development of rare earths from seabed minerals located in the waters around Minamitori Island in the Pacific. The news highlights that the U.S. is moving with purpose to establish leadership in the deep-sea minerals industry alongside key allies.

Lockheed Martin Reboots Seabed Mining Plans

In a further sign of momentum for this industry, during a July 14 interview with the Financial Times, Lockheed Martin COO Frank St. John welcomed the Trump Administration's focus on securing critical minerals, including from the deep sea, which had spurred major interest in the company's contract areas. He noted that this focus provides the U.S. with the "opportunity to develop a gold standard for commercial recovery of nodules in an environmentally responsible manner."

State Department Outlines Position on Deep-Sea Mining in International Waters at ISA 30th Session

The U.S. once again reminded the world of its clear and long-standing legal right to regulate exploration and commercial recovery of deep seabed minerals in the high seas by U.S companies. In a statement delivered at the ISA on July 24, 2025, the U.S. State Department commented: "As a non-party to the Law of the Sea Convention, the United States is not bound by the Convention rules dealing with seabed mining through the International Seabed Authority. The United States' practice and public statements on this subject have been clear and consistent on this matter for over 40 years."

TMC CEO Testifies In Congress

On April 29, our CEO Gerard Barron testified in front of the House Natural Resources Oversight and Investigations Subcommittee. With deep-seabed minerals, Gerard told lawmakers, "America can end critical mineral dependence; reclaim leadership in offshore innovation; inspire generations of American engineers, scientists, and mariners; and create over 100,000 American jobs that can generate over $300 billion in GDP."

Research

Peer-reviewed Research Refutes Claim of Dark Oxygen Production at the Seafloor

On December 19, a new peer-reviewed rebuttal was published in Frontiers in Marine Science providing evidence-based research refuting the claims made by Sweetman et al. in 2024 that seafloor nodules produce oxygen in the absence of sunlight. The authors conclude the claimed 'dark oxygen production' is incompatible with decades of established evidence, including Sweetman's own, and is far better explained by the deliberate omission of contradictory data and improper equipment use.

Nature Study Reaffirms that Sediment Plumes Stay Low and Settle Fast

On November 27, a peer-reviewed study published in Nature further demonstrated that claims of seafloor sediment plumes travelling "thousands of kilometers" were never grounded in scientific data. Based upon in-field data gathered using innovative thorium-tracing techniques, the paper shows the plume stays low and settles fast, with concentrations returning to background levels akin to a single grain of sand in a liter of water within just 1-2 km.

New Video Series: Claims of Widespread Impacts from Seafloor and Midwater Sediment Plumes are Unfounded

The results are in. In 2025, we published a new video series sharing findings from our Environmental and Social Impact Assessment – one of the most complex deep-sea scientific studies ever undertaken.

In the first of these videos, our Environmental Lead, Dr. Michael Clarke, details how we now have definitive proof that seafloor sediment plumes stay low and settle fast, contradicting years of speculation on the topic. In our second video, Dr. Clarke discusses how midwater plumes – once feared to spread widely and harm fisheries – rapidly dilute to background levels comparable to a grain of sand in a liter of water, while mid-water discharge modelled at 2,000-meter-water depth results in negligible impact on fish and other marine life thousands of meters above.

NEWS & REPORTS

Roland Berger – Deep Sea Mining: A Promising Critical Mineral Solution

On March 31, German consultancy firm Roland Berger published a new report which finds deep-sea mining "offers major advantages over terrestrial mining" from a strategic, economic and environmental perspective. With deep-sea minerals expected to have a significant impact on supply and demand for numerous minerals, the report argues, "countries and companies dependent on critical minerals should review their stance on deep-sea mining and consider stronger engagement to de-risk their supply chains."

The Economist – Donald Trump is Right to Go After Metals in the Deep Sea

In a May 1 Leader, The Economist's second article on deep-sea mining in a week, the paper said:

"There is a strong argument that deep-sea collection will be better for the environment than mining on land. It will cause the release of less carbon dioxide and it will do less harm to rare species and precious habitat."

New York Times – What Scientists Found When a Deep Sea Mining Company Invited Them In

On December 5, Sachi Mulkey of the New York Times spoke with many of the leading marine research institutions we partnered with to gather the best possible environmental data, which also enabled them to conduct scientific research in this remote region which builds upon NOAA's DOMES program of the 1970s and 80s. As those scientists dive into the world's largest deep-sea dataset – with full freedom to publish – the value of our open, collaborative approach is clear.

"More than a half-dozen researchers who participated in the research expeditions said in interviews that the scientific opportunity provided by the company was rare. Several said they accepted the funding for the research project because they retained independent ownership of their data and were free to publish their own analysis."

Forward-Looking Statements

The Letter to Shareholders and summary information contained at the beginning of this annual report contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that relate to future events, the Company's future operations or financial performance, or the Company's plans, strategies and prospects. These statements involve risks, uncertainties and assumptions and are based on the current estimates and assumptions of the management of the Company as of the date of this annual report and are subject to uncertainty and changes. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, among others, those set forth under the heading "Risk Factors" contained in the enclosed Annual Report on Form 10-K for the year ended December 31, 2025, which was filed with the Securities and Exchange Commission on March 31, 2026, as well as any updates to those risk factors filed from time to time in our periodic and current reports. All information in the Letter to Shareholders and summary information contained at the beginning of this annual report is as of the date of this annual report, and the Company undertakes no duty to update this information unless required by law. All information in the enclosed Annual Report on Form 10-K for the year ended December 31, 2025 is as of the date of filing the Annual Report on Form 10-K with the Securities and Exchange Commission on March 31, 2026 or as otherwise set forth therein, and the Company undertakes no duty to update the information unless required by law. "We," "us," "our," "TMC," "The Metals Company" and the "Company" when used in the Letter to Shareholders and summary information contained at the beginning of this annual report refer to TMC the metals company Inc. and its subsidiaries.

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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to

Commission file number: 001-39281

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** *(Address of principal executive offices)*	**V6E 2J3** *(Zip Code)*

(888) 458-3420
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common shares, without par value	TMC	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one common share, each at an exercise price of $11.50 per share	TMCWW	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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 ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☐
	Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) computed by reference to the price at which the common shares were last sold as of the last business day of the registrant's most recently completed second fiscal quarter was $1,705,461,265.

As of March 27, 2026, the registrant had 433,188,187 common shares outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement in connection with the registrant's annual meeting of shareholders, scheduled to be held on May 28, 2026, are incorporated by reference in Part III of this report. Except as expressly incorporated by reference, such proxy statement shall not be deemed to be part of this report.

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In this Annual Report on form 10-K ("Annual Report"), the terms "we," "us," "our," "Company" and "TMC" mean TMC the metals company Inc. and our subsidiaries ("TMC"). Our common shares and warrants to purchase common shares are traded on the Nasdaq Global Select Market ("Nasdaq") under the symbols "TMC" and "TMCWW," respectively.

As used in this Annual Report, "Mtpa" refers to millions of tonnes per year, "dmtu" refers to dry metric tonne unit, "TWh" refers to trillion-watt hours, "CO_2e" refers to metric tonnes of carbon dioxide emissions equivalents, "kt" refers to thousand of tonnes, "m^2" refers to square meters, "Mwmtpa" refers to million wet metric tonnes per year, "kg/m^2" refers to kilograms per square meters, "t" refers to tonnes, and "w/w" refers to weight for weight.

Unless otherwise indicated or required by the context, as used in this Annual Report, "critical metals" refers to the four metals (nickel, copper, cobalt and manganese) and the additional rare earth elements contained in polymetallic nodules.

Market and Industry Data

Market and other statistical data included in this Annual Report were obtained from industry publications, market research and publicly available information as well as publications and research conducted by or on behalf of TMC. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Similarly, market research and publicly available information, while believed to be reliable, have not been independently verified, and we do not make any representation as to the accuracy of such information.

Trademarks, Service marks and Trade Names

All service marks, trademarks and trade names appearing in this Annual Report are the property of their respective owners. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies. Solely for convenience, trademarks and tradenames referred to in this Annual Report may appear without the ® or ™ symbols, but such references are not intended to indicate in any way that we will not assert, to the fullest extent under applicable law, our rights, or that the applicable owner will not assert its rights, to these trademarks and tradenames.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that relate to future events, our future operations or financial performance, or our plans, strategies and prospects. These statements are based on the beliefs and assumptions of our management team. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events or performance, are forward-looking statements. These statements may be preceded by, followed by or include the words "believes", "estimates", "expects", "projects", "forecasts", "may", "will", "should", "seeks", "plans", "scheduled", "anticipates" or "intends", the negative of these terms, or other comparable terminology intended to identify statements about the future, although not all forward-looking statements contain these identifying words. The forward-looking statements are based on projections prepared by, and are the responsibility of, our management. Forward-looking statements contained in this Annual Report include, but are not limited to, statements about:

- the commercial and technical feasibility of seafloor polymetallic nodule collection and processing;
- our and our partners' development and operational plans, including with respect to the planned uses of polymetallic nodules, where and how nodules will be obtained and processed, the expected environmental, social and governance ("ESG") impacts thereof and our plans to assess these impacts and the timing and scope of these plans, including our commercialization plans;
- the supply and demand for nickel, cobalt, copper, manganese ores and their end uses;
- the future prices of nickel, cobalt, copper, manganese ores and their end uses;
- the timing of the exploration license and commercial recovery permit and consolidated applications review by the National Oceanographic and Atmospheric Administration ("NOAA") of the United States under the Deep Seabed Hard Mineral Resources Act of 1980 ("DSHMRA");
- the timing and expectations with respect to the extension of our exploration contracts with the International Seabed Authority ("ISA") and the receipt of exploitation contracts from the ISA;
- international and national regulation of mineral extraction from the deep seafloor in the high seas and changes in mining laws and regulations;
- technical, operational, environmental, social and governance risks of developing and deploying equipment to collect and ship polymetallic nodules at sea, and to process such nodules on land;
- the sources and timing of potential revenue as well as the timing and amount of estimated future production, costs of production, other expenses, capital expenditures and requirements for additional capital;
- cash flow provided by operating activities;
- the expected activities of our partners under our key strategic relationships;

- the sufficiency of our cash on hand to meet our working capital and capital expenditure requirements, the need for additional financing and our ability to continue as a going concern;
- our ability to raise financing in the future, the nature of any such financing and our plans with respect thereto;
- any litigation to which we are a party;
- claims and limitations on insurance coverage;
- our plans to mitigate our material weakness in our internal control over financial reporting;
- geological, metallurgical and geotechnical studies and opinions;
- mineral reserve and resource estimates, and our ability to define and declare further mineral reserve estimates;
- our status as a passive foreign investment company; and
- our expected financial performance.

These forward-looking statements are based on information available as of the date of this Annual Report, and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Important factors could cause actual results, performance or achievements to differ materially from those indicated or implied by forward-looking statements such as those described under the caption "Risk Factors" in Item 1A of Part I of this Annual Report and in other filings that we make with the Securities and Exchange Commission ("SEC"). The risks described under the heading "Risk Factors" are not exhaustive. New risk factors emerge from time to time, and it is not possible to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Forward-looking statements are not guarantees of performance. You should not put undue reliance on these statements, which speak only as of the date hereof. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. We undertake no obligations to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

PART I

Item 1. BUSINESS

Overview

We are a deep seabed minerals developer focused on the collection, processing and refining of polymetallic nodules found on the seafloor in international waters of the Clarion Clipperton Zone ("CCZ"), approximately 1,500 miles (or 2,400 kilometers) south-west of San Diego, California. The CCZ is a geological submarine fracture zone of abyssal plains and other formations in the Eastern Pacific Ocean, with a length of around 7,240 kilometers (4,500 miles) that spans approximately 4,500,000 square kilometers (1,737,000 square miles). Polymetallic nodules are discrete rocks that sit unattached to the seafloor, occur in significant quantities in the CCZ and have high concentrations of nickel, copper, cobalt and manganese, alongside meaningful concentrations of rare earth elements (REE) in a single rock.

Our mission is to build a carefully managed, shared stock of metal (a "metal commons") that can be used, recovered and reused for generations to come. We believe significant quantities of newly mined metal are required because existing metal stocks are insufficient to meet rapidly rising demand.

The four metals and REEs contained in the polymetallic nodules are on the U.S. Department of Interior's "2025 List of Critical Minerals, with end-uses in strategic sectors including semiconductors and AI data centers, steel manufacturing, the defense and marine industrial base. Nickel was included on the list of 13 minerals selected by the U.S. Department of War in March 2026 for targeted procurement efforts through the Defense Industrial Base Consortium. Our resource definition work to date shows that nodules in our contract areas represent the world's largest estimated undeveloped resource of several of these critical metals. If we are able to collect polymetallic nodules from the seafloor on a commercial scale, we plan to use such nodules to initially produce nickel-, cobalt- and copper-bearing intermediate and metal cathode products as well as a manganese silicate product of approximately 40% manganese comparable to medium-grade manganese ore. Once in production, we may explore expanding into other product formats including silicomanganese alloy, battery-grade sulfates and precursor Cathode Active Materials (pCAM), as well as extracting REEs contained in nodules.

We are now in the development stage following the release of the results of a pre-feasibility study on one of our development areas in a report titled *S-K 1300 Prefeasibility Study for NORI Area D: Technical Report Summary*, dated August 4, 2025, prepared by AMC Consultants Pty Lt. and other qualified persons (the "NORI-D PFS"), which declared the world's first mineral reserves for a seafloor polymetallic nodule project demonstrating the project's economic viability. We also recently released an initial assessment of our other development areas in a report titled *S-K 1300 Technical Report Summary—Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone*, dated August 4, 2025, prepared by AMC Consultants Pty Lt. and other qualified persons (the "TOML and NORI IA" together with the NORI-D PFS, the "Technical Reports"). We have yet to obtain a commercial recovery permit or other related offshore and onshore permits from the regulators. Additionally, we do not yet hold the environmental or other permits required to construct and operate commercial-scale polymetallic nodule processing and refining facilities on land.

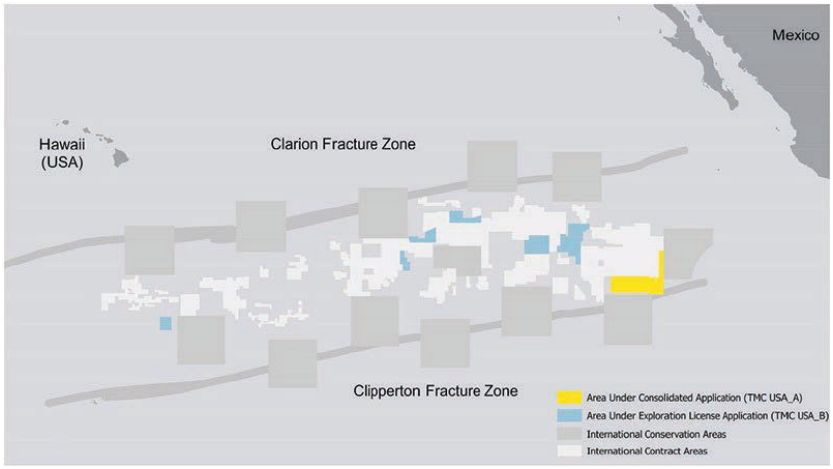
Two parallel regulatory regimes exist to regulate deep seabed exploration and extraction activities in the high seas. The United States adopted the Deep Seabed Hard Mineral Resources Act of 1980 ("DSHMRA"), a U.S. domestic statute administered by the U.S. Department of Commerce through the National Oceanic and Atmospheric Administration ("NOAA") to regulate deep-sea mining activities of its citizens in the high seas. NOAA implemented regulations for exploration licenses in 1981 and for commercial recovery permits in 1989 and amended these regulations introducing a consolidated exploration license and commercial recovery permit application process in 2026. In parallel, the International Seabed Authority ("ISA"), comprised today of 171 countries and the European Union was established in 1994, pursuant to the United Nations Convention on the Law of the Sea ("UNCLOS") to regulate deep seabed exploration and exploitation activities of the nationals of Member States. The ISA has adopted exploration regulations in 2000 (amended in 2013 and 2014) and issued 19 polymetallic nodule exploration contracts (17 of which are located in the CCZ) but has been unable to adopt the final exploitation regulations, standards and guidelines despite initiating work in 2014. Almost 30 countries, including the United States, have not ratified UNCLOS and are not Member States of the ISA. The United States has remained a persistent objector to UNCLOS ratification, primarily due to its Part XI seabed mining provisions.

TMC's properties under two parallel regulatory regimes and technical reports

The table below provides an overview of the properties that TMC holds or has applied for through its subsidiaries NORI, TOML and TMC USA) with both regulators, ISA and NOAA. It also shows what areas are covered by our technical reports and lifecycle assessments ("LCAs").

	ISA regime	USA regime
Properties	- NORI - TOML	Current applications include but do not directly map to NORI and TOML areas: - TMC USA-A - TMC USA-B
Technical Reports	- NORI-D PFS TRS, Aug 2025 - NORI & TOML IA TRS, Aug 2025	- Corresponds to the central area of TMC USA-A - Corresponds to 67% of TMC USA-A and USA-B
LCAs	- NORI-D Project LCA (Ecoquant), Sept 2025	- Corresponds to the central area of TMC USA-A

We continue focusing on advancing our commercial production strategy under the DSHMRA regime. In April 2025, our wholly owned subsidiary, The Metals Company USA, LLC, ("TMC USA"), submitted two exploration license applications (covering 187,017 square kilometers in the CCZ referred to as TMC USA-A and TMC USA-B) and one commercial recovery permit application (covering 25,160 square kilometers in the CCZ referred to as TMC USA-A) to NOAA. Following the introduction of the consolidated application process by NOAA in January 2026, TMC USA submitted a consolidated exploration license and commercial recovery permit application covering a subset of TMC USA-A area previously applied over in April 2025. The application areas in total are estimated to hold approximately 1.639 billion wet tonnes of measured, indicated and inferred mineral resources. Together, the mineral resources are estimated to contain approximately 15.5 million tonnes of nickel, 12.8 million tonnes of copper, 2.0 million tonnes of cobalt, and 345 million tonnes of manganese.



We believe that DSHMRA provides a viable and robust regulatory path to commercial production, distinct from the ISA regime under UNCLOS, which despite expectations to the contrary, has repeatedly failed to adopt the Regulations and Standards and Guidelines on the Exploitation of Mineral Resources in the Area. On April 24, 2025, the Executive Order 14825, titled "Unleashing America's Offshore Critical Minerals and Resources" directed the Commerce Secretary to implement an expedited permitting process under DSHMRA. In addition to directing the International Development Finance Corporation, Export-Import Bank and Trade and Development Agency to identify tools to support this new industry, the Executive Order instructed the Departments of War and Energy to assess the use of the National Defense Stockpile for nodule-derived minerals and of entering into offtake agreements for the procurement of these minerals. These departments were also directed to review and support domestic processing capabilities for seabed mineral resources.

At the same time as we pursue the U.S. regulatory pathway, we continue to maintain our ISA contracts and comply with all of our contractual obligations under the ISA system. While the ISA does not have jurisdiction over activities conducted under the regulatory authority of the United States, we maintain two ISA exploration contracts in the CCZ, one held by our subsidiary Nauru Ocean Resources Inc. ("NORI"), sponsored by the Republic of Nauru ("Nauru"), and another held by Tonga Offshore Mining Limited ("TOML"), sponsored by the Kingdom of Tonga ("Tonga"). Operations by NORI and TOML in the CCZ are being conducted under our ISA exploration contracts and will be conducted under these contracts until TMC USA receives an exploration license or commercial recovery permit under DSHMRA from NOAA.

We have key strategic partnerships with (i) Allseas, a leading global offshore engineering contractor, which developed and tested a pilot collection system, and is now modifying it into the first commercial production system, (ii) Pacific Metals Co. Ltd. ("PAMCO"), an experienced Japanese ferronickel producer, which is responsible for pre-feasibility and feasibility studies on nodule processing at their smelting facilities in Hachinohe, Japan, (iii) Korea Zinc, a world leader in non-ferrous metal refining and precursor Cathode Active Material ("pCAM") technology, partnering to advance development in the U.S., (iv) Mariana Minerals, a software-first mineral developer and operator working as part of TMC USA's owners' team to accelerate the development of potential domestic onshore processing and refining facilities ("Mariana") and (v) Glencore International AG ("Glencore") which holds offtake rights to 50% of the NORI nickel and copper production if produced from a TMC-owned or controlled facility. In addition, we are working with engineering firm Hatch Ltd. ("Hatch") and consultants Kingston Process Metallurgy Inc. ("KPM") to develop, test and engineer a near-zero solid waste flowsheet. The primary processing stages of the flowsheet from nodule to NiCuCo matte intermediate were demonstrated as part of our pilot plant program at FLSmidth facilities in Pennsylvania, USA and XPS' (Glencore subsidiary) facilities in Ontario, Canada; and later at industrial scale at PAMCO's facilities in Hachinohe, Japan. The matte refining stages have been tested at an SGS facility in Lakefield Canada with positive results. The near-zero solid waste flowsheet provides a design that is expected to serve as the basis for our onshore processing facilities. On March 19, 2026, we signed a Strategic Partnership Agreement with Mariana focusing on the potential development of a nodule processing and refining facility in the Port of Brownsville, Texas as part of our owner's team.

To reach our objective and initiate commercial production, we are working to: (i) further refine our project economics, (ii) complete the development of and commission a commercial offshore nodule collection system, (iii) continue to assess the environmental, social and cultural impacts of offshore nodule collection, and (iv) secure existing foreign and/or develop new domestic U.S. onshore facilities to process collected polymetallic nodules into a manganese silicate product, an intermediate nickel-copper-cobalt matte product and end-products of nickel, cobalt and copper metal.

Polymetallic Nodules

Deep-sea polymetallic nodules form on and just below the sediment-covered seafloor of the abyssal plains. Nodules contain significant amounts of metals, and their unique characteristic compared to terrestrial deposits is the presence of the four critical metals, nickel, copper, cobalt and manganese in one deposit. Nodules also contain meaningful quantities of REEs, which we may explore extracting after we begin commercial activities.

Polymetallic nodules in the CCZ possess the following characteristics:

Characteristic	What it means
Far removed from human communities	No need for social displacement
No vegetation or other obstructions covering access to nodules	No need to remove overburden, no rock cutting or blasting
Unbound to the seafloor, 96% of nodule mass in the top 5 cm of seafloor	No need for destructive rock cutting and excavation
High grades of four critical metals in a single ore	Less mass to process compared to land ores
Low head-grade variability	Potentially easy to process
2-10 cm diameter	Potentially easy to handle
Microporous	Potentially easy to smelt
Very low concentrations of certain hazardous elements like arsenic, antimony and mercury	Potential to productize almost 100% of nodule mass and design a metallurgical flowsheet that generates no tailings and leaves almost no solid waste streams behind

The above characteristics of polymetallic nodules may provide an opportunity to compress lifecycle environmental and social impacts of producing the critical metals contained in nodules as compared to land ores. In order to extract nickel, copper, cobalt and manganese from land ores, at least three different mines would typically be needed. Mine development often involves social displacement and impacts on Indigenous people as well as deforestation, destruction of carbon sinks and biodiversity loss. In addition, several times more mass would need to be processed, often requiring significant amounts of local water resources; mining and processing tailings which can be toxic and need to be managed indefinitely in tailings dams, using dry-stacking or a practice known as deep-sea tailings placement (DSTP). Furthermore, metal production from land ores can release several toxic streams into the surrounding environment which can negatively impact the health of local communities and ecosystems. We believe using nodules to produce the critical metals contained therein can help reduce several of these impacts associated with mining land ores. If our nodules are to be processed and refined in the United States, we can also compress the length of current supply chain that some materials need to travel before reaching the United States from 50,000 down to 3,800 nautical miles, while reducing dependency on China which currently dominates refining these critical metals, including through Chinese-owned businesses in jurisdictions like Indonesia and the Democratic Republic of Congo ("DRC").

Market Opportunity

The minerals contained in polymetallic nodules (copper, nickel, manganese, cobalt and REEs) are classified as critical by the United States, meaning they are both essential to the country's welfare and face considerable supply chain vulnerabilities. In 2025, the United States imported 100% of primary nickel, cobalt and manganese and 46% of primary copper. Mining and, to a greater extent, processing of these metals are concentrated in or controlled by China. China is the largest producer of refined manganese, cobalt, and copper; while it is the second largest producer of refined nickel, it has substantial control of nickel processing in Indonesia, today's leading global nickel supplier. An array of policies and agreements have been initiated in 2025 by the U.S. government to combat critical mineral concentration including an Executive Order establishing a national energy emergency inclusive of mineral development and processing, unleashing offshore minerals, plans to expedite mining and processing permitting, a variety of critical mineral agreements abroad, plans to locate metal refining on military bases, and an increase on tariffs for imported Chinese goods.

We believe it is important to ensure that these large amounts of critical metals contained in nodules are sourced economically and with the lowest possible impacts on people and nature. As the global supply of ore remains concentrated in high-biodiversity areas, high-grade ore remains limited or declining and metal demand increases, we can expect a larger environmental and social footprint, potential supply shortages and volatility in metal prices should land ores remain the only viable source of the critical metals contained in nodules, in line with current predictions by many metal analysts.

Critical metals contained in nodules are used across key sectors viewed as strategic by the United States' government:

- **Semiconductors and AI Data Centers**: Copper, nickel, cobalt and manganese are integral to semiconductor devices (e.g., chips, transistors) and the equipment used to manufacture them (e.g., deposition tools, etching systems). While not primary constituents of semiconductor wafers themselves, these materials enable advanced fabrication processes, interconnects, and component durability. At a functional level, copper is the most widely used for conductivity in devices, cobalt enhances interconnect reliability in advanced nodes, nickel provides barrier and plating functions, and manganese supports emerging memory technologies. Copper is also foundational for power transmission, wiring, busbars, heat exchangers, and cooling systems in hyperscale facilities, with AI-driven data centers projected to consume up to 500,000 tonnes annually by 2030 due to their electricity intensity and thermal management needs. Nickel enhances anticorrosive coatings for connectors and battery terminals, while also contributing to structural alloys and electroplating for corrosion resistance in server components. Cobalt improves battery stability and longevity in uninterruptible power supplies (UPS) using lithium-ion technologies and supports high-performance electronic components under thermal stress. Manganese bolsters mechanical strength in alloys for server racks and infrastructure and is integral to nickel-manganese-cobalt (NMC) cathode chemistries in backup batteries for reliable energy storage during outages.

- **Energy and Grid Infrastructure**: Copper enables efficient electrical grids, transformers, and wiring for new power plant integration and transmission. Manganese enhances steel alloys for transmission towers, and geothermal well casings; nickel and cobalt form superalloys for high-efficiency generators and turbines in hydroelectric, solar and nuclear reactors (e.g., for control rods and vessel linings resistant to radiation and high temperatures), and geothermal systems, improving durability, corrosion resistance, and energy output in harsh environments.

- **Aerospace and Defense**: Nickel and cobalt are critical for high-temperature superalloys in jet engines and turbine blades, enabling superior heat resistance and performance in aircraft and missiles; manganese strengthens structural steels for airframes and armor; copper provides essential conductivity in avionics wiring and electrical systems, supporting radar and communication equipment.

- **Steel Manufacturing**: Manganese is a key alloying element for deoxidizing, desulfurizing, and strengthening steel, making it tougher, more impact-resistant, and essential in low-carbon and high-strength steels (up to 1.8% content in specialized varieties used in pipelines and transportation). Nickel enhances stainless steel's corrosion resistance, strength, and ductility. Cobalt contributes to high-strength and oxidation-resistant alloys. Copper is occasionally alloyed to improve weather resistance in certain steels.

- **Shipbuilding and Marine Applications**: Copper-nickel alloys are ideal for hull cladding, seawater piping, propellers, and intakes due to their superior corrosion resistance, biofouling prevention, and durability in marine environments, reducing maintenance and fuel costs. Manganese strengthens structural steels for hulls and frameworks; nickel and cobalt enhance alloys for valves, pumps, and high-stress components in offshore platforms and naval vessels.

- **Batteries**: Nickel, cobalt, and manganese are essential for high-energy-density lithium-ion batteries that boost range and stability in electric vehicles ("EVs") and other battery-powered applications like drones and robots. Copper supports wiring, motors, and charging infrastructure.

- **Chemical and Industrial Applications**: All four metals found in nodules serve as catalysts in chemical processes (e.g., cobalt and nickel in hydrogenation); alloys for corrosion-resistant equipment (nickel and manganese in stainless steel); and specialized components like copper in heat exchangers and cobalt in pigments, enhancing efficiency in manufacturing, oil refining, and environmental technologies.

Metal	*Top end use segments*
Nickel	Stainless steel (66%), batteries (15%), non-ferrous (aerospace & defense) (8%), electroplating (5%), alloy steel (3%), foundry & castings (1%), other (2%)[1]
Copper	Electrical Infrastructure (30%), construction (24%), consumer appliances and goods (21%), transport (14%), industrial machinery (6%), other diverse uses (5%)[2]
Cobalt	EV batteries (42%), portable device batteries (30%), superalloys (9%), hard metals (4%), pigments & ceramics (4%), catalysts (3%), magnets (2%), other (6%)[3]
Manganese	Steel (96%), batteries (3%), agricultural products (1%)[4]

Global Demand by Sector

The below charts provided by Benchmark Mineral Intelligence ("Benchmark Mineral") and CRU International Limited ("CRU") show increasing global demand by end-use application for nickel, copper, cobalt and manganese, through 2040. Benchmark Mineral is a leading London-based agency providing specialized, independent intelligence, price reporting, and consultancy for the lithium-ion battery and electric vehicle (EV) supply chain, while CRU is a global, independent provider of market insights with comprehensive services for the manganese market.

Metals contained in polymetallic nodules serve a wide variety of applications as evidenced by the demand by sector graphs below: increasing battery demand is a key driver for all metals while steel production and electrical infrastructure continue to underpin nickel and manganese, and copper demand, respectively.

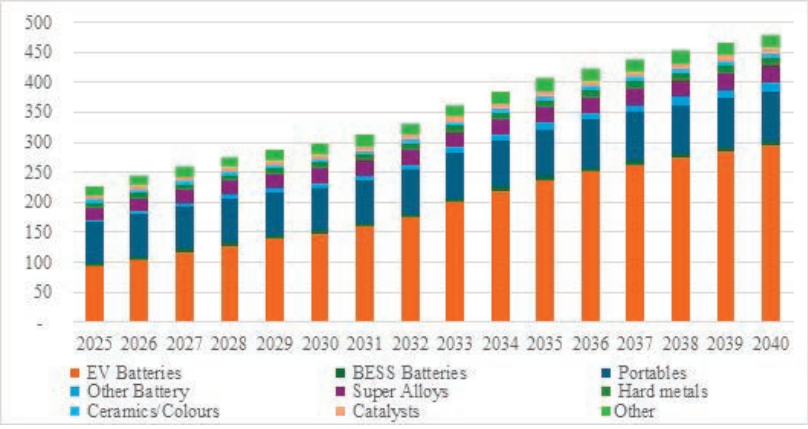
Source: Benchmark Mineral Intelligence, Q4 2025 Forecasts for nickel and cobalt, February 2026 Forecast for copper

Nickel (kt)

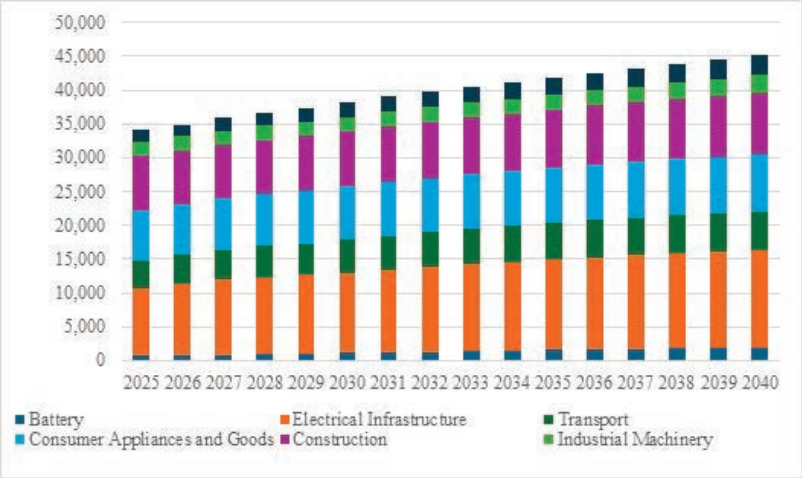


[1] Benchmark Mineral Intelligence Nickel Forecast, 2025 global data
[2] Benchmark Mineral Intelligence Copper Forecast, 2025 global data
[3] Benchmark Mineral Intelligence Cobalt Forecast, 2025 global data
[4] IGF Critical Mineral Insights, page 2: afdb.org/sites/default/files/documents/publications/manganese_factsheet_copy_1.pdf.

Cobalt (kt)

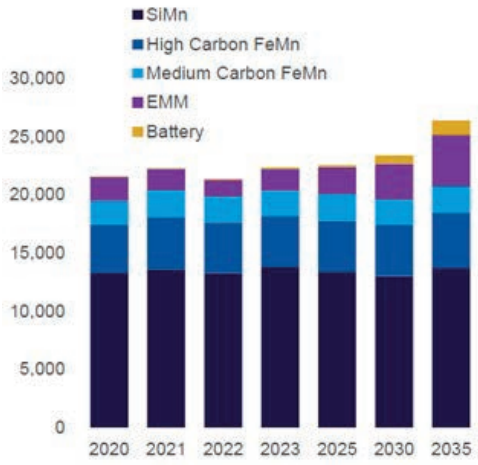


Copper (kt)



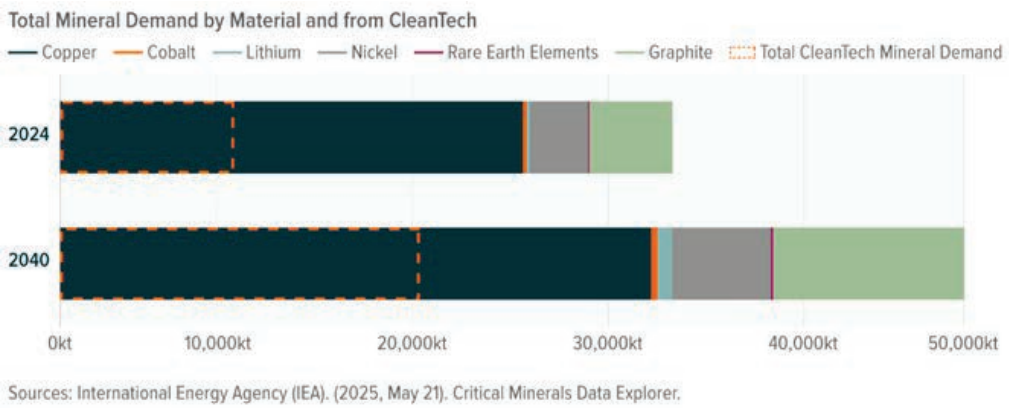
Manganese (kt)

Source: CRU Consulting Preliminary market research report, September 24, 2024, licensed for public use



Key Drivers of Metal Demand

In the coming decade, global critical mineral demand is forecast to grow as mineral-intensive technologies and infrastructure become more widely used. At the same time, minerals to power infrastructure and energy systems could face double-digit percent supply shortfalls. Metals contained in polymetallic nodules are used in a wide variety of applications including but not limited to energy, infrastructure, defense, manufacturing, non-ferrous (super) alloys, and lithium-ion batteries.



Energy and Infrastructure

Global steel production is projected to grow by 8% through 2030, to 2 billion tonnes;[5] while production in certain regions saw a decline in 2025, production in the United States and India increased (3.1% and 10.4%, respectively). It is projected that demand for steel in the United States will grow by 40% by 2035.[6] 66% of global nickel demand and over 90% of global manganese demand is driven by steel production which is critical to energy and industrial infrastructure.[7] Furthermore, as artificial intelligence (AI) workloads grow, data centers are poised to become one of the most mineral-intensive components of the digital economy, increasing from 440,000 tonnes in 2025 to around 690,000 tonnes of copper by 2030. More broadly, copper is foundational for power transmission, wiring, busbars, heat exchangers, and cooling systems in hyperscale facilities. These systems and supporting infrastructure cannot be constructed without the metals contained in CCZ polymetallic nodules.

Non-Ferrous Alloys

Nickel and cobalt are critical to produce superalloys necessary for the aviation industry, power generation, and a wide variety of engineered parts including marine structures. Nickel forms the fundamental matrix of most superalloys, maintaining mechanical integrity, while cobalt enhances corrosion resistance. Copper is also used for corrosion protection in specialty alloys. While not the largest end-use of metals found in polymetallic nodules by volume, nickel, cobalt and to a lesser extent copper are irreplaceable inputs to alloys used in industrial, energy and defense systems. In the United States, a key driver of nickel and cobalt demand are superalloys found in rotating aircraft and power generation parts, along with other engineering equipment, prosthetics, and thermal spray.

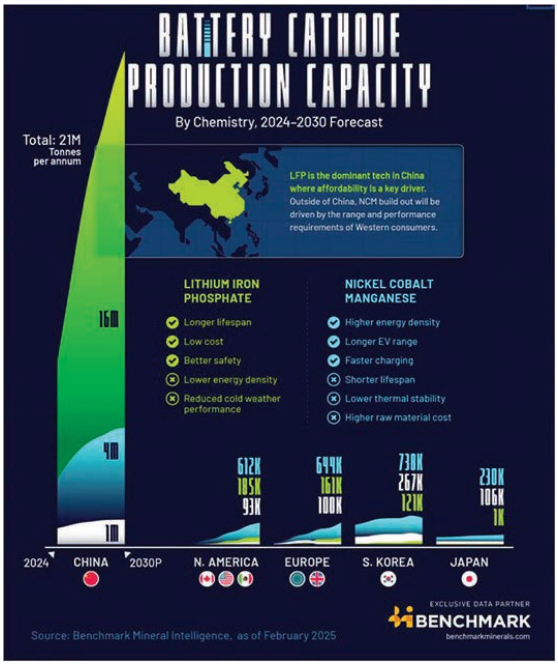
Lithium-Ion Batteries

McKinsey Battery Insights expects a global battery market size of 4.2 TWh in 2030 and 6.8 TWh by 2035, with more than 85% of this demand driven by lithium-ion batteries (LIBs) primarily due to demand growth for battery electric vehicles (EVs) and energy storage, but with increasing demand expected from drones and robots.[8] According to CRU, battery applications are expected to drive significant nickel and cobalt demand growth, rising to 38% and 72% of total demand in 2035, respectively.[9]

In 2025, global LIB demand increased by 29% to reach 1.59TWh. Battery chemistries that require metals contained in CCZ polymetallic nodules - nickel, cobalt and manganese - deliver high energy densities and are typically deployed in vehicles requiring long range (e.g., luxury and upmarket passenger cars) and power (trucks). Manganese is being increasingly used in non-nickel-based cathode materials (LMFP and LMR) to increase battery energy density. In 2025, these battery chemistries accounted for 40% of overall battery manufacturing, which represented a relatively small portion of the overall global use of nickel (~35%), cobalt (48%) and manganese (<1% of manganese demand). While lithium iron phosphate (LFP), which do not utilize metals found in nodules, remained the fastest growing battery chemistry, accounting for 60% of global battery production in 2025, this growth was underpinned by the battery energy stationary storage (BESS) market and by continued expansion of China's domestic EV market. Moreover, production of LFP cathode materials is concentrated nearly entirely in China.

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[5] https://www.iea.org/data-and-statistics/charts/global-steel-production-in-the-net-zero-scenario-2010-2030
[6] CRU US Sales Potential Study, 2025 (increase to 365 kt 2035 from 259kt)
[7] https://www.usgs.gov/centers/national-minerals-information-center/manganese-statistics-and-information?utm_source=chatgpt.com
[8] https://www.mckinsey.com/features/mckinsey-center-for-future-mobility/our-insights/battery-2035-building-new-advantages
[9] 2024 CRU-TMC consulting study (Specific % given for Ni, 200/375 kt Co)



Source: BMI Nickel Forecast Report, Q4 2025

By contrast, production of nickel-based cathode materials is more diversified with production in South Korea, Japan, and to a lesser extent, Europe and North America. Mid and high-level performance EVs will be the primary driver of battery nickel demand growth in the coming years, particularly in Western markets. Outside China, nickel-based cathodes are forecasted to retain approximately 60% of overall market share through 2030, with production increasingly pivoting towards high-nickel content longer term.

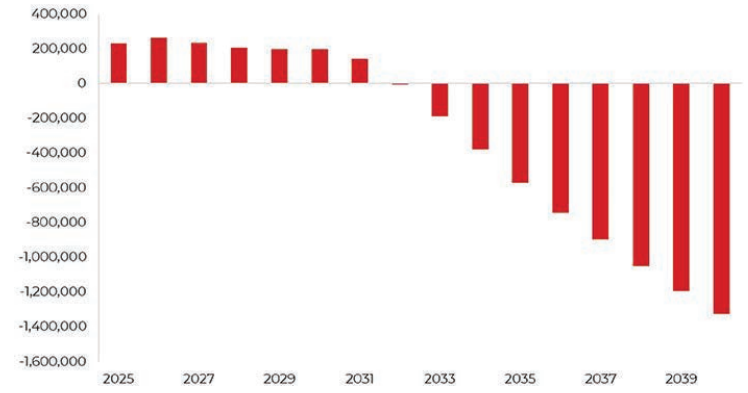
Supply Demand Balance and Commodity Prices

Cobalt prices rallied in 2025, primarily driven by export restrictions in the DRC. While nickel prices remained stable for the majority of 2025 as oversupply from Indonesia and China continued, a tightening of mining quotas in Indonesia led to significant price increases at the end of the year. Export and mining restrictions drove intermediate payables upward, helping to offset significant rises in sulphur costs for Indonesian High-Pressure Acid Leach (HPAL) producers. Copper prices also surged in 2025 due to disruptions in mined supply, increased demand and stagnant mine supply.[10] Initial manganese price spikes in the beginning of 2025 driven by reduced supply from Australia softened through the remainder of the year as supply recovered and Chinese steel demand remained weak. 2025 illustrated metal price sensitivity to supply disruptions and national policies.

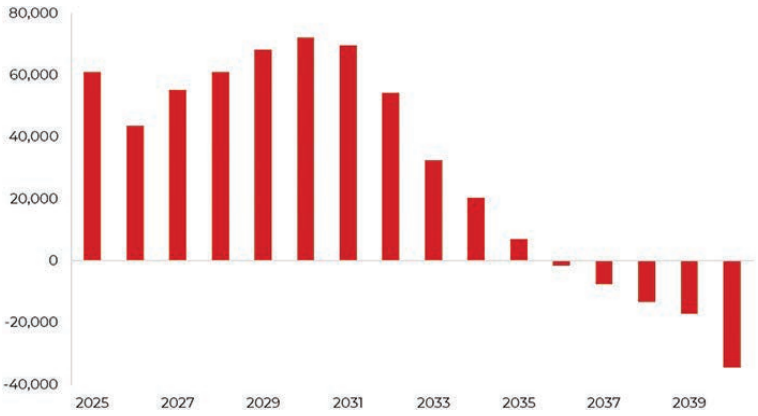
As shown in the tables below, several analysts predict potential shortages beginning in early 2030s. In the case of copper, supply shortages have already commenced and are projected to worsen to 8 million tonnes by 2035, and 10 million tonnes by 2040.[11]

[10] investingnews.com/benchmark-mineral-intelligence-copper-forecast/
[11] https://www.spglobal.com/energy/en/news-research/latest-news/metals/010826-copper-supply-gap-to-widen-24-by-2040-as-electrification-accelerates-study

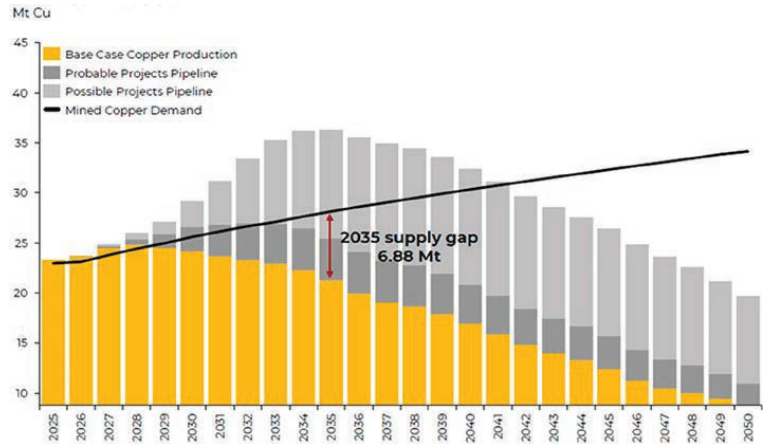
Nickel market balance (t)



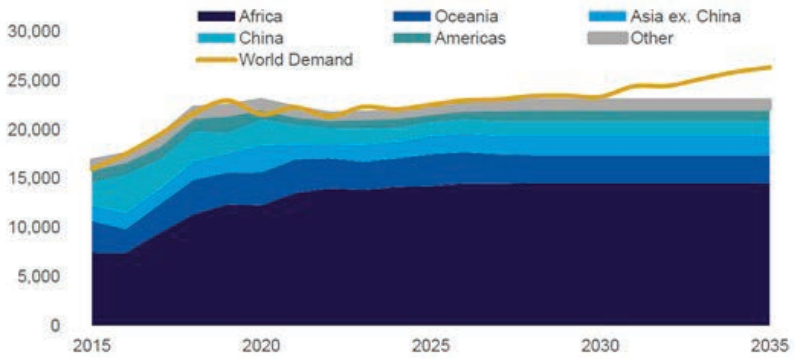
Cobalt market balance (t)



Copper market balance (kt)



Manganese market balance (kt)



Government Support for Nodule Resource Development from the United States

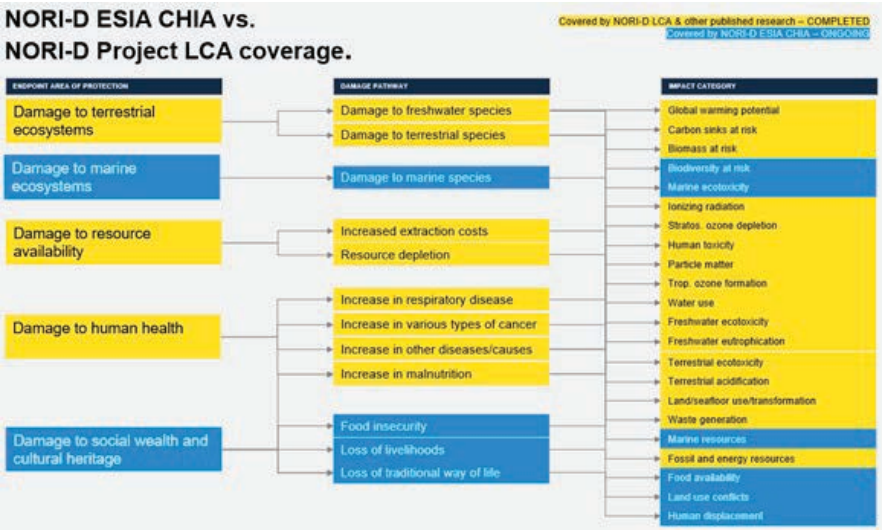
The development of deep seabed polymetallic nodule resources was made a strategic national priority for the United States when the recent Executive Order 14285 was signed by President Trump on April 24, 2025, titled "Unleashing America's Offshore Critical Minerals and Resources", which directs the Commerce Secretary to implement an expedited permitting process under DSHMRA. In addition to directing the International Development Finance Corporation, Export-Import Bank and Trade and Development Agency to identify tools to support this new industry, the Executive Order instructs the Departments of Defense and Energy to assess the use of the National Defense Stockpile for nodule-derived minerals and of entering into offtake agreements for the procurement of these minerals. In addition, these departments are also directed to review and support domestic processing capabilities for seabed mineral resources. America's Maritime Action Plan published in early 2026, further prioritizes the expansion of seabed activities, such as deep-sea science, mapping, and marine technologies to characterize and mine seabed critical mineral and ore resources.[12]

Environmental Opportunity

Today, all nickel, copper, cobalt and manganese are produced from land ores or recycled metal stock. Existing metal stocks available for recycling are insufficient to meet current demand. Even with high end-of-life product recycling rates, most of the new demand over the coming decades will have to be met by new mining. We believe the land-based mining sector is fundamentally challenged: ore grades are falling, production is moving to some of the more biodiverse and conflict-prone regions in the world, accessing ore bodies often requires a complete removal of ecosystems situated on and above such orebodies, and removing, breaking or tunneling through significant tonnage of waste rock. Toxic levels of heavy elements often found in land orebodies typically need to be removed, stored, and maintained indefinitely; a real challenge on seismically active and wet tropical islands in countries like Indonesia that accounts for most of the growth in nickel supply.

[12] whitehouse.gov/wp-content/uploads/2026/02/Restoring-Americas-Maritime-Dominance.pdf

As a result of a vigorous campaign by several non-governmental organizations, some participants in the global supply chain have called for a general moratorium on all forms of deep seabed mining until there is more knowledge about marine impacts of nodule collection operations. In contrast, the comprehensive research completed to date using in-situ data shows how nodules can potentially provide an opportunity to significantly compress most lifecycle environmental and social impacts associated with conventional metal production from land ores. We have completed several comparative LCAs on the impacts of critical metal production from terrestrial sources versus polymetallic nodules from NORI-D in the CCZ as well as the Environmental and Social Impact Assessment ("ESIA") and the Cultural Heritage Impact Assessment ("CHIA") for offshore nodule collection segment of the NORI Area D project.

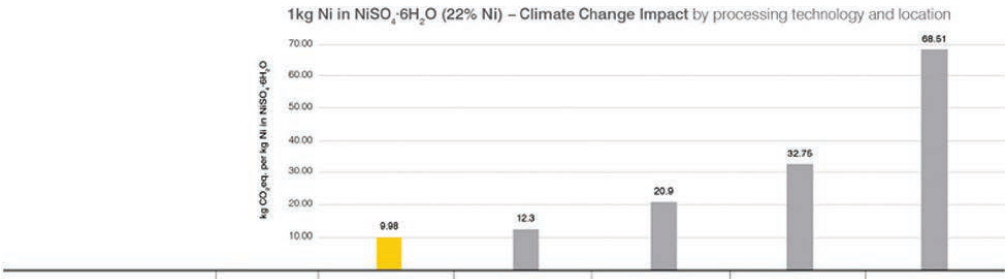


To quantify environmental footprints of metal production from nodules as compared to conventional land ores, we commissioned several LCAs looking at the cradle-to-gate impacts of producing nickel, copper, cobalt and manganese products from polymetallic nodules and how it compares to land-based routes. An LCA white paper examining a comprehensive set of impacts was commissioned by us and co-authored by certain of our executive officers in 2018 and reviewed by subject matter specialists and published on our website in April 2020; an LCA research paper focusing on climate change impacts was peer-reviewed and published in the Elsevier Journal of Cleaner Production in December 2020; an LCA research paper focusing on solid waste streams was peer-reviewed and published in the Yale Journal of Industrial Ecology in January 2022 and an independent LCA compliant with the International Organization for Standardization Standard 14040 on our NORI Area D project was conducted by Benchmark Minerals and released in March 2023. In 2024, we commissioned Minviro to update the NORI Area D model to reflect the latest data and assumptions on how and where we could process our nodules, and an ever more detailed understanding of our potential impact hotspots. Published in May 2025, the Minviro ISO-compliant LCA quantifies the expected environmental impacts of pyrometallurgical processing in Japan or Indonesia, and hydrometallurgical refining in South Korea. Most recently, following the publication of NORI-D PFS, in September 2025, we published a new ISO-compliant LCA completed by Ecoquant which focused on evaluating the expected environmental impacts of the NORI Area D project updated to match the NORI-D PFS data. This LCA also provides a comparative analysis against today's dominant terrestrial supply chains, using increasingly granular datasets to more accurately assess these routes. The methodological choices made by Ecoquant are consistent with earlier project-specific LCAs done by Benchmark Mineral (2023) and Minviro (2025). Based on all our research including these LCA assessments, we believe that we are positioned to become one of the lowest environmental and social footprint metal companies in the industry.

The September 2025 LCA by Ecoquant assessed three scenarios for our onshore processing of nodules. In the first scenario, both pyrometallurgical and hydrometallurgical processes take place in Texas. In the second scenario, the pyrometallurgical process takes place in Japan and then matte is transported to South Korea to undergo hydrometallurgy (NORI-D Japan). In the third scenario, the pyrometallurgical circuit takes place in Indonesia and then the matte is transported to South Korea for hydrometallurgical processing (NORI-D Indonesia). The Ecoquant LCA also assesses the production of nickel and cobalt sulfate, copper cathode and silicomanganese via traditional land-based routes and compares them to the same products from NORI Area D. The selection of the terrestrial routes reflects the most common current pathways for sourcing these metals, while also including a few lower impact routes to provide a broader and more balanced perspective.

The LCA supports our belief that the production of nickel sulfate and cobalt sulfate from the NORI Area D Project (particularly NORI-D Texas) consistently results in the lowest environmental costs among the impact categories evaluated compared to all evaluated routes. This is due to the high grade of these minerals in the nodules, the relatively low environmental costs of offshore operations, and the unique processing pathway which produces multiple co-products that share the environmental load. For the production of copper cathode, the NORI Area D scenarios generally perform better than all evaluated routes across the assessed impact categories, except for the DRC route in the climate change and energy use categories. The DRC route, however, performs poorly in acidification due to diesel and sulfur use. While most of these reductions are attributable to the unique characteristics of the polymetallic nodule resource, the near elimination of solid processing waste streams onshore is made possible by our investment in a near-zero-waste flowsheet design and part of the projected low carbon emissions are due to our strong preference to locate onshore processing facilities in places with access to low-carbon power.

Nickel from NORI Area D Project shows lowest impact:



Impact Category	Unit	Nodules NORI-D Texas RKEF	Sulfides Canada Norway Smelting	Limonite Indonesia-China HPAL	Saprolite Indonesia-Japan RKEF	Saprolite Indonesia-China RKEF
Climate Change	kg CO_2eq	9.98	12.30	20.90	32.75	68.51
Freshwater + Terrestrial Acidification	mol H+ eq	0.064	0.072	0.465	1.000	0.577
Eutrophication Freshwater	kg P eq	0.004	0.026	0.032	0.006	0.092
Terrestrial Eutrophication	mol N eq	0.051	0.055	0.381	0.433	0.966
Freshwater Ecotoxicity	CTUe	-260.0	539.0	383.0	57.8	242.0
Marine Eutrophication	kg N eq	0.003	0.006	0.034	0.042	0.106
Ionising Radiation	kg U235eq	0.42	19.90	0.74	0.43	0.41
Photochemical Ozone	kg NMVOCeq	0.02	0.03	0.13	0.16	0.27
Human Toxicity, Cancer Effects	CTUh	-3.11E-10	6.69E-09	2.63E-08	9.26E-09	3.65E-08
Human Toxicity, Non-Cancer Effects	CTUh	9.18E-08	1.39E-07	1.50E-06	5.83E-04	7.10E-07
Particulate Matter Formation	Disease incidence	3.67E-07	1.83E-06	2.58E-06	1.44E-03	6.94E-06
Ozone Depletion	kg CFC-11eq	5.15E-08	9.43E-08	1.34E-07	3.77E-07	2.67E-07
Resource Use, Minerals+Metals	kg Sb eq	-2.34E-05	2.72E-04	1.93E-03	1.30E-04	1.34E-04
Resource Use, Fossils	MJ	114	379	206	344	831
Water Use	m_3	1.2	46.0	20.2	45.4	11.4
Land Use	Pts	10.0	34.5	93.3	31.4	119.0

Best Worst

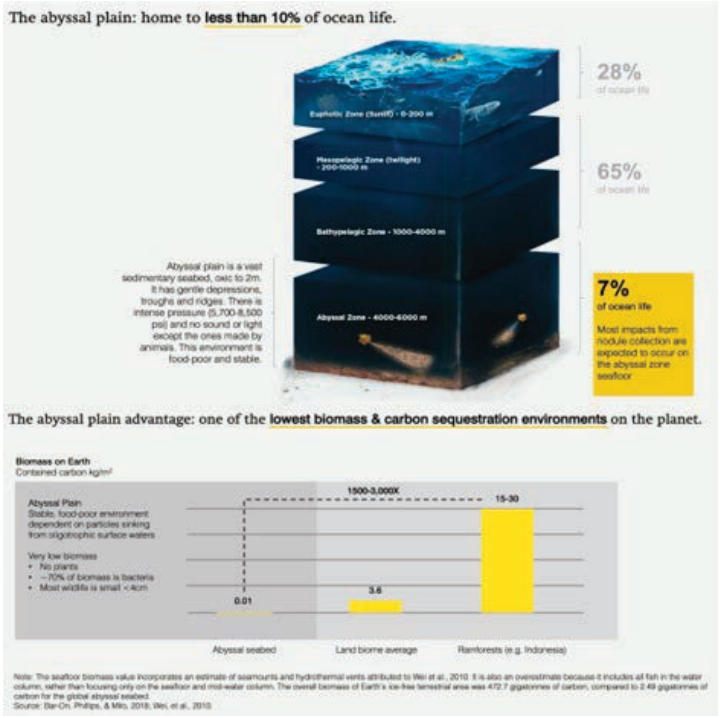
For each route of the terrestrial comparisons, Ecoquant used the best available data which can be found in credible, published literature sources such as company and governmental reports. Where data was not available, mass and energy balances, or proxy data was used.

Our processes were modelled using data from the NORI-D PFS in which annual marine fuel usage was calculated with data provided by Allseas, who designed and retrofitted our production vessel; as well as information provided by large shipping companies that have worked with us. For onshore operations, the LCA looked at process data derived from mass and energy balance models. The mass and energy balance modelling was conducted by Hatch, an engineering and development consultancy, who utilized the industry standard Metsim™ software package and qualified experienced process engineers. The design basis for the model development included analogous commercial operations in nickel processing, our test-work results as well as employing extensive data from literature, and fundamental thermodynamics.

As part of the ESIA we conducted for offshore operations in the NORI Area D in partnership with world leading deep-sea research institutions and contractors, we also assessed the impacts of the NORI Area D Project on marine ecosystem function and services, including biodiversity. The CCZ abyssal plains are one of the most common and least populated habitats on the planet, akin to deserts on land. The CCZ abyssal seafloor is plant-free, food-poor and dominated by bacterial life forms. It has been studied extensively since the 1960s with over 194,000 papers published on polymetallic nodules in general and over 50,000 on nodules in eastern CCZ where NORI Area D is located.

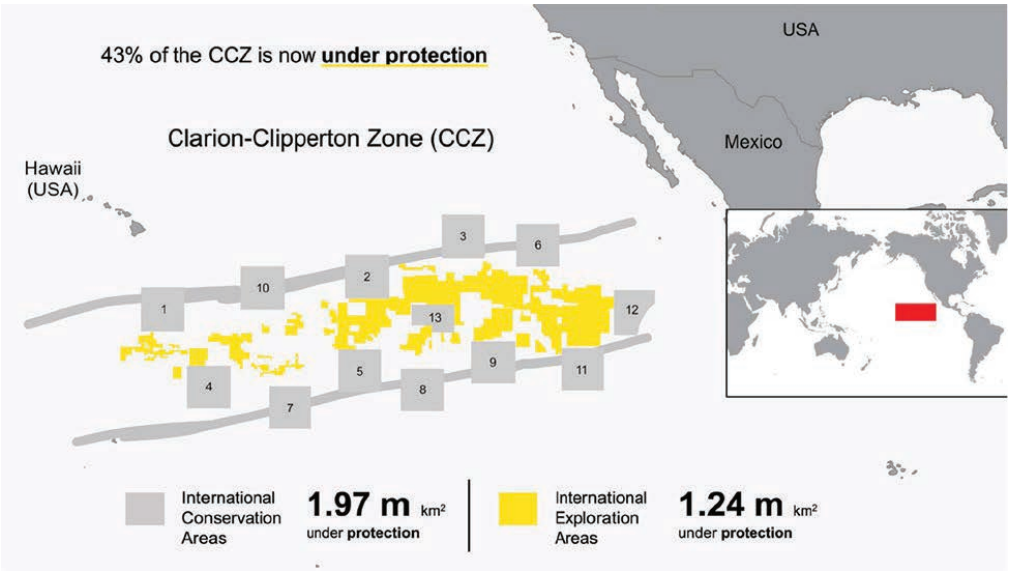
The largest driver of uncertainty in assessing the potential future impact of nodule collection operations on marine biodiversity is our ability to measure biodiversity itself. Unlike biodiversity, biomass measured as carbon contained in live organisms per m^2 of habitat, is easier to measure and compare. Based on available data we have collected and reviewed, we believe that the CCZ is one of lowest biomass locations on the planet. We believe metal production from nodules could reduce biomass at risk by over 90% compared to producing the same amount of metals from conventional land ores.

In contrast, land-based mining for nickel and cobalt occurs in biodiverse countries as identified by Benchmark Mineral in a study commissioned by us and published in November 2023. In both Indonesia and the DRC, which are the world's largest producers of nickel and cobalt respectively, the extraction of metal ores through open pit mines requires the complete removal of overlying ecosystems and contained carbon sinks, in turn eliminating the carbon sequestration. The study found that 1 kilogram of nickel mined from saprolite and limonite ore in Sulawesi, Indonesia removes forests containing carbon stock equivalent to 7.0 and 9.4 kilograms of CO_2e, and 3.6 kilograms of CO_2e in the case of cobalt mined in Katanga, DRC. Due to the resulting vegetation change, mining activities cause carbon sequestration services loss of 4.8 grams and 6.5 grams of CO_2e respectively for nickel, and 9.3 grams of CO_2e for cobalt per year.



As a precautionary environmental management and protection measure, the ISA has already set aside 43% of the CCZ or 1.97 million square kilometers as protected areas, or Areas of Particular Environmental Interest (APEIs), aiming to ensure that all types of habitats that could be impacted by exploitation are represented and preserved within APEIs. For comparison, only approximately 9.75% of global oceans are protected today and the global target agreed in the High Seas Treaty in March 2023 is to protect 30% of the oceans by 2030. Additional marine impact mitigation measures such as setting aside more no-take areas inside our contract areas and leaving partial nodule cover inside collection areas to aid natural recovery of bacterial and other communities are also being evaluated. We are collaborating with some of the world's leading researchers to conduct environmental baseline and collection impact studies to design plans that could mitigate marine impacts of nodule collection through collection system design and adaptive management systems.

If the entire CCZ area currently under exploration under the ISA regulatory regime (1.24 million square kilometers) were to be exploited over a 30-year period (which we believe is extremely unlikely), these nodule collection operations would impact 41,500 square kilometers of the abyssal seafloor per year in one of the least productive areas of the ocean (with respect to the abundance of marine life). This is less than 1% of the estimated 4,900,000 square kilometers of the seafloor currently impacted every year by trawling operations that take place primarily in highly productive coastal waters.



Potential future commercial-scale nodule collection operations in the CCZ are likely to disturb marine wildlife in the directly mined areas. We have completed studies baselining wildlife and ecosystem function, piloting the nodule collection system, and assessing impacts arising from the use of this system immediately following the collector test and 12 months after the collector test in NORI Area D. In total, over 1 petabyte of environmental data has been collected and processed. For comparison, the world's largest library, the Library of Congress, manages 29 petabytes in its core digital collection. Assessment of impacts based on collected data has been completed and a draft EIS will be published and available for public comment as part of the permitting process. Given the significant volume of deep water and the difficulty of sampling or retrieving biological specimens in the CCZ, a complete biological inventory might never be established. Accordingly, impacts on CCZ biodiversity may never be entirely and definitively known. However, we believe similar challenges are faced on land, with an estimated 70-80% of terrestrial species still undescribed. We will continue collecting data during commercial operations, and our understanding of the impacts of a full-scale mining system will improve over time, which we believe will enable the development of better mitigation measures and risk reduction as the industry matures. We currently believe, however, that as the abyssal plains are the most ubiquitous habitat on the planet with low levels of biodiversity compared to the main metal-producing areas on land, it is likely that the impacts of nodule collection on global biodiversity will be less significant than those estimated for land-based mining for a similar amount of produced metal.

It is also currently not definitively known how effectively the risk of biodiversity loss in the CCZ could be eliminated or reduced through mitigation strategies like setting aside large preservation and no-take areas or how long it will take for disturbed seabed areas to recover naturally. We believe there is also an uncertainty as to the effect of terrestrial mining operations in biodiversity hotspots, such as the Indonesian rainforests. Prior research indicates that the density, diversity and function of fauna representing the majority of the resident biomass in the abyssal plain (i.e., microbes, representing approximately 80% of the biomass) are expected to recover naturally within years following the cessation of mining. Some uncertainty still exists around the recovery rate of fauna that requires the hard substrate of nodules for critical life function. Recent research suggests that carbon (food) availability is likely to be a more significant limiting factor to the ecosystem's capacity to support nodule-obligate fauna populations than hard-substrate habitat availability.

We believe that strategies such as leaving behind partial nodule cover and setting aside no-take areas to aid recruitment and recovery of nodule-dependent species in impacted areas are promising mitigation strategies that will be investigated. For example, recent research in NORI Area D indicates that sediment-covered nodules left behind after pilot collection activities ceased were exposed and became available as a source of hard-substrate habitat within just 12 months. The effectiveness of these strategies in supporting self-sustaining populations of nodule-obligate fauna after nodule collection will be the focus of future long-term monitoring studies.

We are now in the development stage following in August 2025, the release of the NORI-D PFS where we declared mining reserves for one of our seafloor polymetallic nodule projects. We have not yet obtained a commercial recovery permit and all other related offshore permits from the regulators. Additionally, we do not yet hold the environmental or other permits required to construct and operate commercial-scale polymetallic nodule processing and refining facilities on land.

All extractive industries result in impacts on the receiving environment. Nodule collection is no exception and will impact the deep-sea marine environment through nodule removal, disturbance of seafloor sediment ("seafloor plumes") and return of seawater used for nodule transport that is expected to contain residual sediment and nodule fines back in the water column ("midwater plumes"). Baselining the impacted marine environment by characterizing the ecosystem and then developing measures to avoid and mitigate these impacts was the central focus of our offshore ESIA program undertaken in partnership with some of the world's leading deep-sea research institutions. Nodule removal will impact species that depend on the hard nodule substrate for attachment. The severity of the impact will depend on (1) the extent to which these species are represented in the international protected areas in the CCZ or other areas set aside by other regulators and additional no-take areas set aside by us, (2) the extent to which residual nodule cover will aid recruitment and recovery of these species in impacted areas and (3) how sedimentation impacts benthic species outside the directly mined areas. Disturbance of the seafloor by nodule collector vehicles is expected to also disturb (mostly microbial) organisms living in and on the sediments. Impact severity will depend on the depth of sediment disturbance expected to be approximately 3-5 centimeters based on modelling, laboratory tests, and recent collector tests completed in the CCZ by our subsidiary NORI and two other nodule contract-holders, Belgium's Global Sea Mineral Resources NV (GSR) and the German's Federal Institute for Geosciences and Natural Resources (BGR) and the impact this disturbance has on benthic ecosystem function. A research paper on seafloor sediment plumes published by MIT and the Scripps Institution of Oceanography in September 2022 found that 92-98% of benthic plume generated from the pilot nodule collector vehicle rose only two meters above the seafloor and settled locally within 10s to 100s of meters from the source of the disturbance, a result that was confirmed by the results of the collector test completed by NORI in 2022 on the NORI Area D property.

Over 90% of the entrained sediment is expected to be separated from nodules inside the collector vehicle and discharged by the collector vehicle on the seafloor settling back to the seafloor mostly within the mined area. The impact of the residual plume will depend on how quickly the smaller mobile sediment particles re-settle, how far they travel and how the resulting sedimentation impacts the benthic organisms. Less than 10% of entrained sediment that will likely evade separation inside the collector vehicle will be transported with nodules and seawater through the riser pipe to the surface production vessel where nodules are dewatered and residual water, sediment and nodules fines will be returned at a depth of 2,000 meters in the water column below the highly productive photic zone and the measured lower limit of diel vertical migration of zooplankton in the pelagic zone. Potential impacts from the mid-water sediment plume could include clogging of the delicate respiratory and filter-feeding structures of pelagic zooplankton species, such as jellyfish and krill. However, the mid-water discharge has been shown by the collector test to have very low solid particle concentration and quickly dilutes to close to background levels. According to a research paper on midwater sediment plumes published by researchers from the Massachusetts Institute of Technology ("MIT") in Communications Earth & Environment in July 2021, entrained sediment from the return of seawater used for nodule transport dilutes to natural background levels within a few hundred meters of the outlet. This finding is supported by the monitoring results of the collector test completed by NORI in 2022.

Our Strategic Positioning

We believe we are well-positioned to meet the expected U.S. demand for the critical metals contained in polymetallic nodules:

- **Large seafloor nodule resource, aligned with U.S. national security and economic priorities:** We are developing the world's largest polymetallic nodule resource that could support globally significant operations— a resource large enough to one day potentially allow us to become the world's largest producer of nickel and manganese, fourth largest producer of cobalt and a top10 producer of copper. The United States' investment in strategic sectors (e.g., semiconductors, AI data centers, energy) and revitalization of the defense industrial base is expected to create multiple simultaneous drivers of demand for all four metals contained in our nodule resource. Today, all four metals contained in our nodule resource are on the U.S. Department of Interior's "2025 List of Critical Minerals." The United States is dependent on imports for 100% of its primary nickel, cobalt, and manganese and 46% for its primary copper. The size of our resource has the potential to eliminate U.S. dependence on foreign sources for nickel, cobalt and manganese and add significant additional copper.

- **End-to-end U.S. control of supply chain**: Our offshore activities can occur in international waters under U.S.-issued permits while our onshore processing and refining can be located in the United States or at its allies, potentially creating an integrated, secure U.S.-based chain insulated from foreign interference.

- **Accelerated execution through partnerships**: From the outset, our strategy has been to develop our projects through best-in-class partners. Offshore nodule collection is led by Allseas, with over 40+ years of deep-sea experience, a proven track record in pioneering technologies (including heavy-lift systems), a successful pilot of our collection technology, and status as our largest strategic investor. Onshore processing and refining is supported by multiple partners: PAMCO, an experienced Japanese operator of a nickel laterite smelting complex delivered a successful nodule calcining and smelting campaign at their industrial scale facilities in Hachinohe. Korea Zinc, the world's largest non-ferrous smelting company with over 40+ years in direct-reduction smelters (DRS) and multi-metal refining, is a strategic investor and advisor on nickel refining technology and potential to adapt their DRS technology to smelting nodules and downstream intermediates. Mariana, a software-first mineral developer and operator with recent U.S. mineral-processing project experience, is part of TMC USA's owner's team focusing on AI-enabled project execution and operations aiming to fast-track permitting, construction, and commissioning while reducing operating costs of potential domestic facilities.

- **Resilient project economics:** Our high-grade resource is expected to place our projects at the bottom of the nickel cost curve, enabling economics that remain viable through commodity price cycles that challenge most other developers and producers.

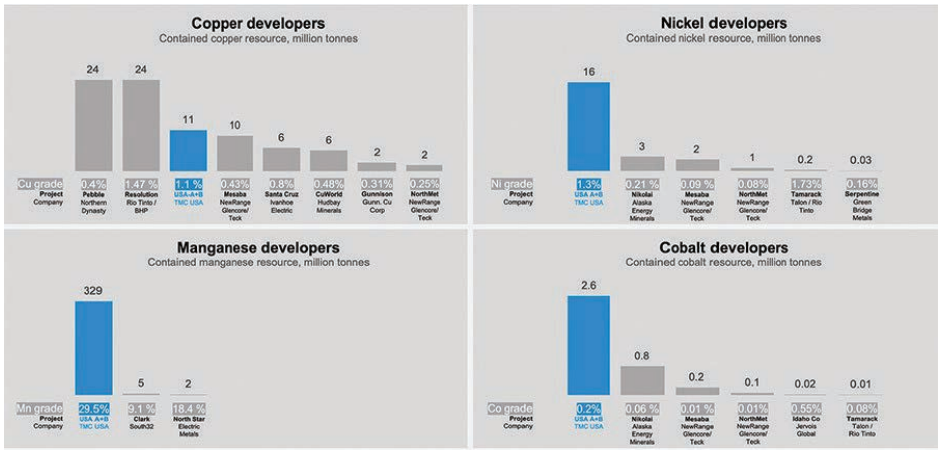
- **Better impact profile**: Our approach is expected to deliver a differentiated impact profile on people and nature as compared to most land-based projects: no displacement of communities, manageable impacts on deep-sea ecosystems through environmentally informed technology innovation, near-zero solid waste processing and superior lifecycle outcomes.

Our Competitive Advantages

We believe we are better positioned than other domestic developers to provide a solution to the growing need for the critical metals contained in nodules due to several advantages:

- **Abundant and high-grade resource unlike any other domestic U.S. project:** Our estimated resource is larger and higher-grade than most other domestic U.S. projects of the same critical minerals on land (see table below). Offshore, several U.S. companies have applied to NOAA for seafloor nodule exploration licenses. None of these companies, however, have published standards-compliant resource statements and we believe it will likely be years before any of these companies will be in position to do so.

U.S. Developers of Base Metals



- **World-leading deep-sea research and Environmental Impact Assessment (EIA)**: We are the only company in the world to have completed a comprehensive seafloor-to-surface environmental baseline and impact assessment for offshore nodule collection operations. This assessment took 22 offshore campaigns spread over many years and required approximately $250 million in total investment. While learning from our experience and taking advantage of the more than 1 petabyte dataset we have generated will enable other American nodule companies to accelerate their EIA programs, considerable time and investment is required of these companies to baseline the marine environments in their chosen exploration sites and assess the impacts of their chosen offshore technology.

- **Demonstrated offshore and onshore technology:** We are the only company in the world to have demonstrated technology across the integrated project, from offshore nodule collection to onshore nodule processing and refining into marketable product formats. Nodule collection technology: In November 2022, together with our partner Allseas we completed a pilot mining test where approximately 4,500 tonnes of wet nodules were collected and more than 3,000 tonnes of wet nodules were lifted 4.3 kilometers to the surface after the collector vehicle traversed over 80 kilometers of the seafloor in the NORI Area D, achieving a sustained production rate of 86.4 tonnes per hour with a prototype seafloor nodule collector vehicle. While several other companies have tested various seafloor collection machines, no other company has demonstrated an integrated nodule collection system since the 1970s. The 3,000-tonne nodule sample we collected made it possible to test our onshore processing technology at industrial scale. Nodule processing technology: In 2021, we successfully completed the calcining and smelting of nodules into a manganese silicate product and nickel-copper-cobalt alloy intermediate product, followed by conversion and sulfidation of the alloy into matte. Test work has been successfully conducted on all process stages with the generation of test quantities of battery-grade nickel and cobalt sulfates in April 2024 and June 2024, respectively. We believe a demonstration trial at PAMCO's Hachinohe facilities in 2024 and 2025 using 2,000 tonnes of nodules collected during the 2022 mining pilot, further de-risked the project. In addition, PAMCO completed a feasibility study in June 2025 which concluded that processing nodules at the Hachinohe facility is technically feasible.

- **Execution ready:** We are the only company in the world taking steps to be in a position to start offshore and onshore nodule production in the short-term. Offshore, we have focused on reducing our time to production by reusing existing offshore assets. In 2020, our partner Allseas acquired a drillship that was repurposed and classified as the world's first deep-sea mining vessel. This vessel was used in the 2022 pilot mining test and is now being upgraded into a commercial scale system. Onshore, we have selected a nodule processing and refining flowsheet that relies on conventional equipment with an existing global supply chain, thereby eliminating the need to develop new, unproven custom-built equipment required by novel metallurgical processes. This approach enables us to repurpose existing facilities (e.g., RKEFs in Japan and Indonesia; nickel refineries in Norway, South Korea, Japan and Canada) and build potential new domestic facilities.

Exploration Contracts and Exploration License Applications

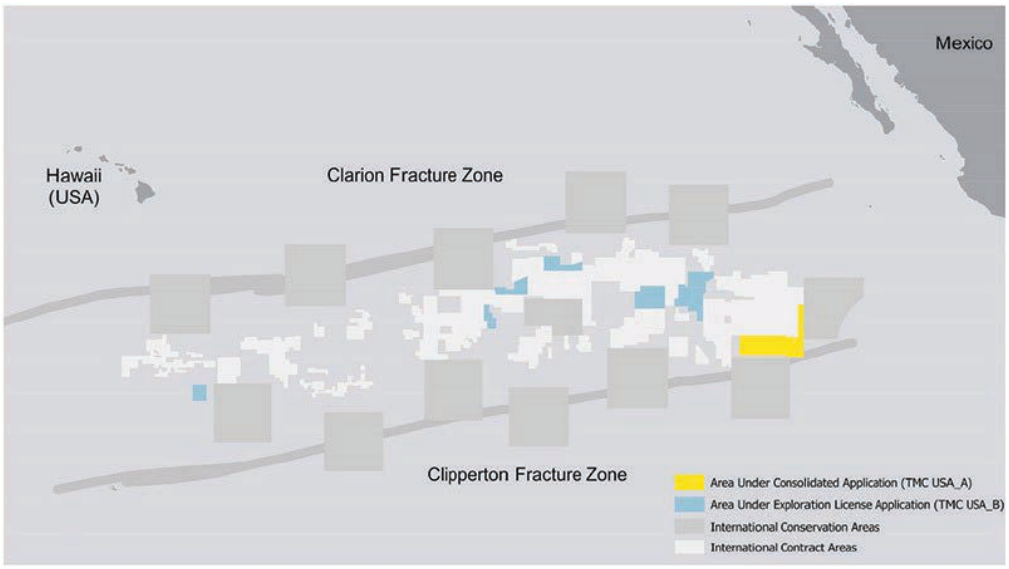
Our subsidiaries NORI and TOML hold exclusive exploration rights to certain polymetallic nodule areas in the CCZ granted by the ISA pursuant to the international regulatory regime. Our subsidiary TMC USA has applied for exploration licenses for similar (but not identical) areas in the CCZ to NOAA pursuant to the U.S. regulatory regime.

NORI. NORI our wholly-owned subsidiary, holds exploration rights to four blocks (NORI Area A, B, C, and D, the "NORI Contract Area") covering 74,830 square kilometers in the CCZ that were granted by the ISA in July 2011. NORI is sponsored by Nauru pursuant to a certificate of sponsorship signed by Nauru on April 11, 2011. In September 2017, Nauru and NORI entered into a sponsorship agreement formalizing certain obligations of the parties in relation to NORI's exploration and potential collection of nodules in the NORI Contract Area, which was revised in May 2025. In January 2026, NORI submitted an exploration contract extension request to the ISA, requesting a five-year extension to its exploration contract, which expires in July 2026. The NORI Area D is the seafloor parcel where we have performed the most resource definition and environmental work to date and is the area in which we declared mineral reserves in August 2025 pursuant to the NORI-D PFS. The remaining three areas of the NORI Contract Area are covered by the TOML and NORI IA also released in August 2025.

TOML. TOML our wholly-owned subsidiary which we acquired in March 2020, holds exploration rights to an area covering 74,713 square kilometers in the CCZ that were granted by the ISA in January 2012 (the "TOML Contract Area"). In 2008, Tonga and TOML entered into a sponsorship agreement formalizing certain obligations of the parties in relation to TOML's exploration and potential collection of nodules in the TOML Contract Area, which was most recently revised in August 2025. TOML's exploration contract expires on January 10, 2027 and TOML expects to submit an exploration contract extension request to the ISA in 2026, requesting a five-year extension. The TOML Contract Area is covered by the TOML and NORI IA released in August 2025.

TMC USA. In April 2025, TMC USA, our wholly owned subsidiary, submitted to NOAA under DSHMRA two exploration license applications covering 187,017 square kilometers in the CCZ, referred to as TMC USA-A and TMC USA-B, and one commercial recovery permit application covering 25,160 square kilometers in the CCZ, referred to as TMC USA-A. In January 2026, TMC USA submitted a consolidated exploration license and commercial recovery permit application covering the entire area of TMC USA-A of 65,187 square kilometers under NOAA's consolidated review process. The consolidated application covers areas previously included in the April 2025 submissions. The areas of the TMC USA-A and TMC USA-B applications include the entirety of the NORI and TOML exploration contract area and some additional open ground within the CCZ which we believe is not subject to any competing title under international or domestic U.S. regime.

These applications are currently under review by NOAA. There can be no assurance that NOAA will issue the requested exploration licenses or commercial recovery permit on a timely basis, on commercially viable terms, or at all.



Business Strategy

Our contemplated business spans the entire lifecycle from the resource acquisition and definition stage through the collection and transportation phases offshore into the processing and refining of nodules onshore and finally in product marketing and offtake (and eventually recycling of end-of-life products containing nodule-derived metals). We develop our integrated nodule projects through deep strategic partnerships with leading offshore and onshore companies.

Our key strategic alliances include:

Allseas: Allseas, a leading global offshore contractor, developed and tested a pilot nodule collection system in the NORI Area D, completed in the fourth quarter of 2022. The experience from the development and testing program of the pilot system combined with insights from our EIA program informed the design of upgrades and modifications of the pilot system into the commercial production system. Allseas continues to progress engineering work on these upgrades and modifications, so that we will be in a position to quickly commence commercial operations in a timely manner if we receive a commercial recovery permit from NOAA.

Glencore: Glencore International AG (Glencore) holds offtake rights to 50% of the NORI nickel and copper production. Glencore has the right to purchase from DeepGreen Engineering Pte Ltd, a 100% owned subsidiary of TMC ("DGE") 50% of the annual quantity of copper material and 50% of the annual quantity of nickel material produced by DGE from ore derived from the NORI Contract Area at a processing plant directly owned or controlled by DGE.

Hatch and KPM: We have worked with engineering firm Hatch Ltd. ("Hatch") and consultants Kingston Process Metallurgy Inc. ("KPM") to develop a near-zero solid waste flowsheet while maximizing product-market fit of resulting production. The primary processing stages of the flowsheet from nodule to nickel-copper-cobalt ("NiCuCo") alloy and matte intermediate were demonstrated as part of our pilot plant program at FLSmidth and Xpert Process Solutions, a Glencore company ("XPS"), facilities. The matte refining stages were tested at SGS Lakefield and the ability to produce high purity nickel and cobalt sulfates was demonstrated. The near-zero solid waste flowsheet is expected to serve as the basis for our onshore processing facilities.

PAMCO: In November 2022, we entered into a non-binding memorandum of understanding ("MoU") with PAMCO of Japan under which PAMCO conducted a prefeasibility study of processing nodules in PAMCO's Hachinohe facility, which is located on the coast in northern Japan and is equipped with port and processing infrastructure required to receive and process polymetallic nodules and to ship products to customers. Following the successful completion of the prefeasibility study in November 2023, we entered into a binding MoU with PAMCO under which PAMCO conducted a feasibility study of toll treating 1.3 million tonnes of wet polymetallic nodules per year at its Hachinohe facility. PAMCO completed the feasibility study in June 2025 after successfully processing 2000t of wet nodules to produce Mn silicate product and nickel-copper-cobalt alloy.

The feasibility study confirmed operating parameters (e.g. tapping temperatures and dusting rates) and product specifications for PAMCO's dedicated production line and defined the scope and execution plan for required equipment modifications.

Korea Zinc: We partnered with Korea Zinc, a world leader in non-ferrous metal smelting, refining and precursor Cathode Active Material technology, to advance development activities in the United States. Korea Zinc and TMC are exploring opportunities to partner on several initiatives that include refining nodule-derived matte in Korea Zinc's Ulsan All-In-One Nickel Refinery in South Korea, reusing Korea Zinc's nickel refinery design for future nickel refinery in the United States, adapting Korea Zinc's direct reduction smelting technology to smelting nodules and nodule-derived manganese silicate and potentially building a pCAM plant in the United States.

Mariana Minerals: In April 2025, we entered into a non-binding MoU with Mariana, an American software-first mineral developer and operator to explore the potential to accelerate the timeline of developing future metallurgical projects in the United States and reduce the operating costs of such facilities through deployment of AI-driven process controls. In 2025, Mariana developed a concept plan exploring the scope and project economics of building a nodule processing and refining facility in Brownsville, Texas. In March 2026, we signed a Strategic Partnership and Development Agreement. Pursuant to this agreement, Mariana is joining our owner's team to develop a feasibility study for a potential nodule processing and refining facility in Brownsville, Texas.

Phased Project Development

On August 4, 2025, we released the NORI-D PFS, which declared the world's first mineral reserves for a seafloor polymetallic nodule project demonstrating the project's potential economic viability, and the TOML and NORI IA. The NORI-D PFS covers a portion of the area that is included in NORI's ISA exploration contract and in TMC USA's consolidated application for exploration license and commercial recovery permit under DSHMRA.

We believe that based on current regulatory timelines, we could receive a commercial recovery permit for TMC USA-A from NOAA within one year, commence the commissioning of the first commercial nodule collection system in the fourth quarter of 2027 and commence production during the current administration. We anticipate a phased ramp-up strategy, with production offshore commencing, using the *Hidden Gem* vessel which, subject to further modifications, is expected to be upgraded to a maximum capacity of 3.0 Mtpa of wet nodules, with the addition of another three (3) production vessels each collecting nominally 3.0 Mtpa to achieve approximately 12 Mtpa of wet nodules at steady state (expected 2031 through 2045).

To align offshore and onshore development schedules, our NORI-D PFS assumed nodules would be transported to PAMCO's existing smelting facilities in Japan (1.3Mtpa years 1 through 5 only) and Indonesia (excess processing above 1.3Mwmtpa) for initial processing into nickel-cobalt- copper alloy/matte and manganese silicate. We then assumed that from year 6, 50% of matte production would be transported in stages from Indonesia to a new refining facility expected to be constructed in Texas, United States, increasing to 100% from year 10. Life of mine was estimated at 19 years.

TMC USA is evaluating alternative execution scenarios that would reduce the reliance on foreign processing by transporting polymetallic nodules directly to a fully integrated processing facility in the United States. Economics assessments of these scenarios are underway and will be used to inform the scope and timing of any subsequent feasibility study we prepare. There can be no assurances that any alternative strategy will be implemented or that the results of these assessments will result in changes to our development plan.

Current Work Program

Following the publication by NOAA of new regulations introducing a consolidated application process in January 2026, our U.S. subsidiary, TMC USA, submitted a consolidated application to NOAA for an exploration license and a commercial recovery permit for polymetallic nodules in international waters of the CCZ. The application increased the commercial recovery area from ~25,000 to ~65,000 km2, with an estimated resource of 619 million tonnes (Mt) of wet nodules and a potential exploration upside of an additional 200 Mt. TMC USA was able to apply under NOAA's new consolidated process because NOAA believes it can demonstrate the scientific, technical and financial capability to pursue commercial recovery activities expeditiously.

To reach our objective and initiate commercial production, we are working to: (i) refine our project economics, (ii) complete the development of and commission a commercial offshore nodule collection system, (iii) continue to assess the environmental, social and cultural impacts of offshore nodule collection, and (iv) secure existing foreign and/or develop new domestic U.S. onshore facilities to process collected polymetallic nodules into a manganese silicate product, an intermediate nickel-copper-cobalt matte product and end-products of nickel, cobalt and copper metal.

(i) **Resource definition and project economics:** Having completed a total of nine offshore resource definition campaigns, collected samples and completed subsea surveys for resource evaluation, we defined the size and quality of our resource in the NORI and TOML areas and, in August 2025, we released the NORI-D PFS and the TOML and NORI IA. From this work, both NORI and TOML have reported measured, indicated and inferred mineral resources in both the NORI and TOML ISA contract areas and, we made the world's first declaration of probable mineral reserves for seafloor polymetallic nodules within the NORI-D ISA contract area. See Item 2 entitled "*Properties*" included in this Annual Report for additional information about these reported measured, indicated and inferred mineral resources and declared probable mineral reserves.

(ii) **Offshore nodule collection system:** We are working with our strategic partner and investor, Allseas, to complete the development and commission of a system to collect, lift and transport nodules from the seafloor to shore. The offshore collection system consists of nodule collector vehicles on the seafloor, a riser and lift system, a surface production support vessel and a surface nodule transfer vessel. The nodules are collected from the seafloor by self-propelled, tracked nodule collector vehicles using seawater jets aimed at nodules in parallel with the seafloor. No rock cutting, digging, drill-and-blast or other breakage is required at the point of collection. The collectors are remotely controlled and supplied with electric power via umbilical cables from the production support vessel, the *Hidden Gem*. To test the system and assess its environmental impacts, we entered into a contract with Allseas to undertake a pilot trial of the collection system in the NORI Area D, which was completed in November 2022. The successful completion of the pilot trial informed our exploration license and commercial recovery permit applications with NOAA. The surface production support vessel, the *Hidden Gem*, was acquired by Allseas in March 2020 and has strategic importance to us, since it supported the pilot trial and is now being upgraded to the first commercial production system. The vessel and collector system successfully completed trials in shallow and deepwater in the first half of 2022 prior to completing the collector test in NORI Area D in the fall of 2022, where approximately 4,500 tonnes of wet nodules were collected and more than 3000 tonnes of wet nodules were lifted 4.3 kilometers to the surface after traversing over 80 kilometers of the seafloor, achieving a production rate of 86.4 tonnes per hour.

As a result of the successful collector test, we believe that Allseas can complete the upgrade of the pilot nodule collection system, including the *Hidden Gem*, into the first production system, which we refer to as Production System #1 ("PV1").

We continued to work with Allseas throughout 2025 with engineering studies progressing across the six major work packages: collector, vertical transport system, storage & offloading, control & automation, electrical & instrumentation, and flow assurance. Allseas supported our ongoing work to complete a pre-feasibility study and applications for our exploration licenses and commercial recovery permit to NOAA, including assistance in establishing cost estimates, schedules, and pre-feasibility study level engineering deliverables. Discussions continued regarding system design specifics and further cost considerations.

Further to the non-binding term sheet entered into in March 2022 with Allseas, we continue discussions with Allseas regarding the scope and timing of vessel upgrades and development (engineering and fabrication) of PV1. We anticipate reaching agreements with Allseas in 2026 on definitive contract terms for completing the development of PV1 (including preparation of the Hidden Gem and the first nodule collection system), commissioning and starting commercial production using PV1. We expect that the definitive agreement with Allseas will extend our exclusive use agreement with respect to the *Hidden Gem*.

There can be no assurances, however, that we will enter into definitive agreements with Allseas in a particular time period, or at all, or on terms similar to those currently expected, or that if such definitive agreements are entered into that the PV1 nodule collection system will be successfully commissioned or operated.

(iii) **Environmental Impact Statement for offshore nodule collection**: An Environmental Impact Statement ("EIS") is required to be produced as part of the NOAA application approval process. In preparation for the EIS, our Environmental Impact Assessment (EIA) programs consisted of over 100 studies and relied on the work of multiple independent deep-sea research institutions and expert consultants. In 2022, we undertook the collector test monitoring campaigns which included completion of pre-collector test baseline data collection, monitoring of the collector test and completion of post collection surveys to determine the immediate impact to the environment of the collector vehicle. The monitoring was undertaken using the *Island Pride*, a vessel contracted from Ocean Infinity Group Limited, deploying two remotely operated vehicles ("ROVs"), three autonomous underwater vehicles ("AUVs") and an array of more than 50 seafloor sensors, supervised by multiple teams of scientists and sediment plume expert consultants, DHI Water and Environment Inc. and HR Wallingford who conducted a noise assessment. These campaigns commenced on July 15, 2022 and were completed on December 23, 2022, representing 146 operational days at sea. The preliminary plume results from the collector test have been shared with a wide range of stakeholders and presentations were conducted at the ISA during the fourth quarter of 2023. The results showed that the benthic plume behaves as a density current with most material staying within 2 meters of the seafloor and settling within 1 kilometer from the source.

In October 2023, we conducted an assessment of the benthic impact of the 2022 collector test in NORI Area D approximately 12 months post the collector test activities ("Campaign 8A"), which we believe will strengthen the quality of our EIS and Environmental Management and Monitoring Plan ("EMMP") by providing additional information on the environmental regeneration in the collection test area. The key activities completed during Campaign 8A were box cores, multicores, benthic and covariance lander works, and megafauna and sedimentation survey around the test field area. The data collected during the campaign has been reviewed and we believe supports the commercial collection of seafloor nodules.

In early 2025, a multidisciplinary EIS workshop was held in Brisbane, Australia, bringing together the social performance and environmental teams to review findings, align methodologies, and strengthen integration across impact pathways.

Key external engagement during the year included presentation of preliminary SIA and CHIA findings at the International Association for Impact Assessment ("IAIA") Conference in Italy, and presentation of the CHIA findings at the Underwater Mining Conference ("UMC") in Florida, United States. These engagements provided an opportunity to share methodologies and emerging results with the international impact assessment and deepsea mining industry communities. The results are being incorporated into our broader EIS.

(iv) **Onshore nodule processing and refining:** With the support of engineering firm Hatch and consultants KPM, we have developed a near-zero solid waste flowsheet. The primary processing stages of the flowsheet from nodule to an Fe-NiCuCo alloy and subsequent NiCuCo matte intermediate were demonstrated as part of our pilot plant program at FLSmidth (FLS, calcining) and eXpert Process Solutions, a Glencore company (XPS, smelting, sulfidation and converting), facilities. The matte refining stages were tested at SGS Lakefield and the ability to produce high purity nickel and cobalt sulfates was demonstrated. The near-zero solid waste flowsheet is expected to serve as the basis for our onshore processing facilities. This flowsheet was tested at industrial scale during the PAMCO feasibility study completed in 2025 and PAMCO's facilities remain under consideration as the venue for the initial processing of nodules. Following President Trump's Executive Order 14285 encouraging various government agencies to support domestic U.S. processing of offshore minerals, we engaged Mariana to develop a concept study of the scope and economics of potential integrated nodule processing and refining facilities in the U.S. Following encouraging results and to support further development of prefeasibility and feasibility studies required for any government support, in 2025 we entered into exclusive negotiations with the Port of Brownsville, Texas for lease option over land in Brownsville, Texas, we believe could be suitable for domestic nodule processing and refining facilities. NORI-D PFS update is currently underway to reflect a domestic processing scenario.

Summary of Mineral Resources

Below is a summary table of estimated mineral resources in NORI and TOML ISA contract areas as of December 31, 2025. The estimated mineral resources in these areas were determined on June 30, 2025, and also reflect the estimated mineral resources as of December 31, 2025, as none of the mineral resources in these areas were depleted by mining or any other activities. See Item 2 entitled "*Properties*" below for additional information about our estimated mineral resources. The NORI-D contract area is in the development stage and the other NORI and TOML contract areas are in the exploration stage. These resources are supported by the NORI-D PFS and the TOML and NORI IA.

Summary Mineral Resources (exclusive of mineral reserves), In-Situ, at end of the fiscal year ended December 31, 2025 at 4kg/m^2 abundance cut-off and based on nickel metal 20,295/t ($21,633/t nickel sulfate); copper metal 11,440/t; cobalt metal 56,117/t ($55,198/t cobalt sulfate); manganese in manganese silicate $5.46/dmtu Mn.

	Measured mineral resources		Indicated mineral resources		Measured + indicated mineral resources		Inferred mineral resources	
	Million tonnes (wet)	Grades (%)	Million tonnes (wet)	Grades (%)	Million tonnes (wet)	Grades (%)	Million tonnes (wet)	Grades (%)
Ni								
NORI								
NORI Area A	—	—	—	—	—	—	72	1.35
NORI Area B	—	—	—	—	—	—	36	1.43
NORI Area C	—	—	—	—	—	—	402	1.26
NORI Area D	4	1.4	261	1.4	265	1.4	10	1.4
TOML (Areas A to F)	3	1.33	70	1.3	73	1.3	696	1.3
Total	7	1.4	331	1.4	338	1.4	1,216	1.3
Cu								
NORI								
NORI Area A	—	—	—	—	—	—	72	1.06
NORI Area B	—	—	—	—	—	—	36	1.13
NORI Area C	—	—	—	—	—	—	402	1.03
NORI Area D	4	1.2	261	1.1	265	1.1	10	1.1
TOML (Areas A to F)	3	1.0	70	1.2	73	1.2	696	1.1
Total	7	1.1	331	1.1	338	1.1	1,216	1.1
Co								
NORI								
NORI Area A	—	—	—	—	—	—	72	0.22
NORI Area B	—	—	—	—	—	—	36	0.25
NORI Area C	—	—	—	—	—	—	402	0.21
NORI Area D	4	0.13	261	0.14	265	0.14	10	0.12
TOML (Areas A to F)	3	0.2	70	0.2	73	0.2	696	0.2
Total	7	0.16	331	0.15	338	0.15	1,216	0.19
Mn								
NORI								
NORI Area A	—	—	—	—	—	—	72	28
NORI Area B	—	—	—	—	—	—	36	28.9
NORI Area C	—	—	—	—	—	—	402	28.3
NORI Area D	4	32	261	31	265	31.2	10	31
TOML (Areas A to F)	3	27.6	70	30.3	73	30.2	696	29
Total	7	30.1	331	30.9	338	31.0	1,216	28.7

Note: Tonnes are quoted on a wet basis and grades are quoted on a dry basis, which is common practice for bulk commodities. Moisture content was estimated to be 24% w/w for NORI Areas A, B, C and 28% w/w for TOML and NORI Area D. These estimates are presented on an undiluted basis without adjustment for resource recovery.

The TOML and NORI IA is a conceptual study of the potential viability of TOML's and portions of NORI's mineral resources. This initial assessment indicates that development of the NORI mineral resource is potentially technically viable; however, due to the preliminary nature of project planning and design, and the untested nature of the specific seafloor production systems at a commercial scale, economic viability has not yet been demonstrated. Mineral resources were also reported in the NORI-D PFS for the NORI-D contract area.

The TOML and NORI IA does not include the conversion of mineral resources to mineral reserves.

You are specifically cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves, as defined by the SEC. You are also cautioned that mineral resources do not have demonstrated economic value. Inferred mineral resources have a high degree of uncertainty as to their existence and to whether they can be economically or legally commercialized. Under SEC rules set forth in subpart 1300 of Regulation S-K (the "SEC Mining Rules"), estimates of inferred mineral resources may not form the basis of an economic analysis supporting mineral reserves. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may be upgraded to a higher category. Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally commercialized, or that it will ever be upgraded to a higher category. Approximately 97% of the NORI Area D mineral resource and approximately 7% of the NORI Areas A, B and C and 10% of the TOML mineral resource are categorized as measured or indicated.

Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded to mineral reserves.

Summary of Mineral Reserve

Below is a summary table of estimated mineral reserves in the NORI D ISA contract area as of December 31, 2025. The estimated mineral reserves in this area were determined on June 30, 2025, and also reflect the estimated mineral reserves as of December 31, 2025, as none of the mineral reserves in this area were depleted by mining or any other activities. See Item 2 entitled "*Properties*" below for additional information about our estimated mineral reserves. The NORI-D contract area is in the development stage. These mineral reserves are supported by the NORI-D PFS.

Summary Mineral Reserves at end of the fiscal year ended December 31, 2025 based on nickel metal $20,295/t ($21,633/t nickel sulfate); copper metal $11,440/t; cobalt metal $56,117/t (55,198/t cobalt sulfate); manganese in manganese silicate $5.45/dmtu Mn.

	Proven Reserve		Probable Reserve		Total Reserve	
	Million tonnes (wet)	Grades (%)	Million tonnes (wet)	Grades (%)	Million tonnes (wet)	Grades (%)
Ni						
NORI Area D	—	—	51	1.4	51	1.4
Cu						
NORI Area D	—	—	51	1.1	51	1.1
Co						
NORI Area D	—	—	51	0.13	51	0.13
Mn						
NORI Area D	—	—	51	31	51	31

Notes: 1. Mineral reserve estimated in Initial Mining Area (as defined in the NORI-D PFS) only with 1,000-meter buffers for the lease and seamounts.
2. Measured and indicated mineral resources are converted to probable mineral reserves.
3. Grades are quoted on a dry basis.

4. Zero abundance cut-off used, with nodules <4 kg/m^2 used to define the mineral resource included as dilution to generate viable mining blocks.
5. Moisture content assumed to be 28% (mass of solid/(mass of solid + mass of water).
6. Nodule recovery by the Collector is estimated as 77% for Type 1 and 62% for Type 2 and 3 nodules.
7. Metallurgical recovery to sulfate is estimated as 94.6% Ni, 77.2% Co and 86.2% Cu, and to matte is 94.8% Ni, 77.5% Co, 86.4% Cu and for
8. 9% for Mn.
9. Rounding estimates to two significant figures may result in computational discrepancies.

The Initial Mining Area described in the NORI-D PFS which was converted to mineral reserves contains approximately 25% of the NORI Area D mineral resource and conversion of mineral resources to mineral reserves is approximately 57%.

The mineral reserves are classified by the qualified persons as Probable mineral reserve, due to:

- the lack of operating experience with the nodule collection system proposed for NORI Area D to confirm production rates, nodule recovery assumptions, field efficiencies, and operating and capital cost parameters.

- the lack of other commercial nodule operations to confirm the reasonableness of mine planning parameters, modifying factors and mine plan outcomes; and

- the lack of commercial recovery permit terms and conditions issued by NOAA governing nodule collection operations with which our operations need to comply.

The mineral reserves presented above are derived from the NORI-D PFS. The mineral reserves are reported in accordance with Subpart 1300 of SEC Regulation S-K. The mineral reserves are based on a mine plan and economic analysis that assume the receipt of all required regulatory approvals, including exploration licenses and commercial recovery permits under DSHMRA, as well as any required environmental and onshore processing permits. The mineral reserve estimates incorporate modifying factors including mining, metallurgical, processing, economic, marketing, legal, environmental, infrastructure and governmental considerations. Because commercial-scale polymetallic nodule collection has not yet been undertaken, production rates, nodule recovery assumptions, field efficiencies and operating parameters are based on pilot testing, engineering studies and prefeasibility-level analysis, and actual results may differ materially as commercial operations are developed. In addition, the pre-feasibility study included in the NORI-D PFS indicated that the development of NORI Area D is technically and economically viable. The pre-feasibility study, however, does not represent a feasibility study and does not support a development decision, as additional project planning and design are needed to make this decision. The NORI-D PFS also does not include the conversion of all mineral resources included in NORI Area D to mineral reserves and does not include the conversion of any mineral resources to proven mineral reserves. You are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded to mineral reserves or that probable mineral reserves will ever be upgraded to proven mineral reserves. Until mineral deposits are actually mined and processed, mineral resources and mineral reserves must be considered as estimates only.

Collection and Processing of Polymetallic Nodules

Collection, Transfer and Shipping

We are planning a phased development in the area covered by our consolidated application for TMC USA-A. Polymetallic nodules would be collected using offshore collection systems, comprising of nodule collector vehicles on the seafloor, a riser and lifting system (RALS) in the water column, and a production support vessel on the surface. To maintain productivity of the production vessel, nodules are expected to be recovered from the hold of the production vessel using materials handling conveyors and discharged to a dynamically positioned transfer vessel with an expected 50,000 tonne capacity. We believe that this activity can be performed while the production vessel is simultaneously conducting collection operations. The transfer vessel is expected in turn to load bulk carriers using a similar materials handling system to that of the production vessel. The bulk carriers will ship the nodules to onshore processing facilities.

Through our strategic partnership with Allseas, a former drillship vessel (the *Hidden Gem*) acquired by Allseas in March 2020 has been converted, modified and has delivered a pre-production collector test in which a collector vehicle, RALS and other systems have been tested. If we obtain a commercial recovery permit, the first phase of commercial production ("Initial Mining Area") would then be expected to commence after the *Hidden Gem* has been upgraded to become a production support vessel that can produce up to 3 Mtpa (wet) of nodules.

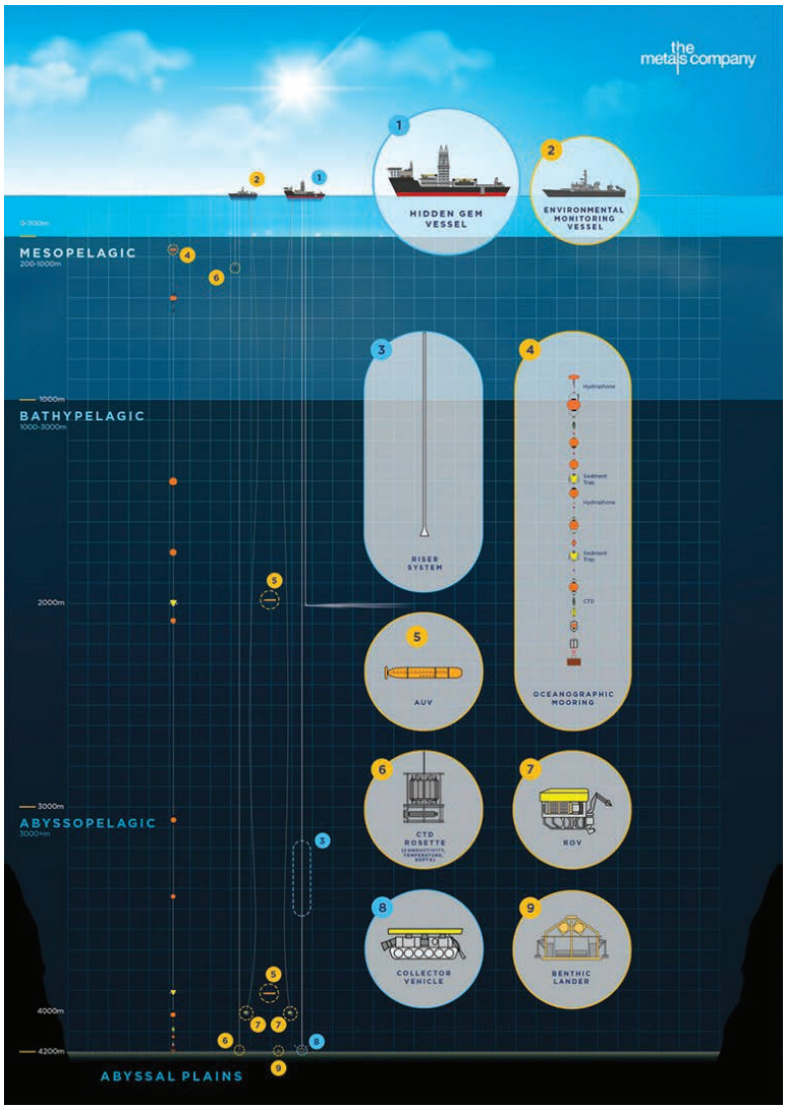


Illustration of a polymetallic nodule production system operated at 4 kilometers depth

In order to test the collection system, we entered into a contract with Allseas to undertake a pre-production collector test, which was successfully completed in the second half of 2022. We expect that the Initial Mining Area commercial recovery would then commence after the upgrading of the *Hidden Gem* into a production vessel. If we obtain a commercial recovery permit, we expect to commence the Initial Mining Area collection at a rate of 1.3 Mtpa increasing in staged increments to up to 3.0 Mtpa of wet polymetallic nodules. We believe that a fleet of four production vessels, each with multiple dedicated nodule collector vehicles, could be estimated to produce approximately 12 Mtpa of wet nodules at steady state (expected 2030-2045), which we intend to process, either at a new facility to be constructed by us or by potential processing partners, subject to available capital, or at third-party facilities pursuant to a toll treatment model.

We believe that this phased approach to development allows for proper management of risk and for progressive improvement of engineering and operating systems. The intention is to implement the project in multiple phases that will allow the offshore collection systems to be tested and then polymetallic nodule production to be gradually ramped- up. We believe that this approach will de-risk the project for a relatively low initial capital investment while retaining operational options, particularly in relation to logistics, to decrease unit operating cost as production is scaled up. Additionally, this phased development will allow for an adaptive approach to environmental management providing learning at small-scale which would be applied as production increases in scale.

Mineral Processing and Refining and Metallurgical Testing

Pyrometallurgical processing of polymetallic nodules has been extensively studied since the early 1970s.

From an early stage, we have recognized that processing represents a key to potentially commercializing seafloor polymetallic nodules and to becoming a low-cost producer of nickel, manganese, copper and cobalt products. Moreover, we believe that there is a commercial advantage in positioning ourselves as a leader in the onshore processing of seafloor polymetallic nodules.

To this end, we have worked extensively with leading metallurgical testing service providers with technical support from engineering consultancy Hatch to develop pyrometallurgical processing and hydrometallurgical refining technologies for the production of critical metals feedstocks from nodules. We have developed a near-zero solid waste flowsheet and have executed a metallurgical testing program consisting of multiple phases. The pyrometallurgical processing phases at bench and pilot scales have been completed at KPM, FLSmidth and XPS facilities. A bench scale hydrometallurgical program was completed in 2024 at SGS facilities in Lakefield, Ontario. Pursuant to an engineering and consulting services agreement, Hatch provided support and technical advice during the development of the pilot test program, including analyzing and interpreting the testing results through reports provided by the testing service providers.

We expect that the processing of the polymetallic nodules from the TMC USA-A area would also be ramped up in phases. This plan includes initially toll treating polymetallic nodules at existing RKEF plants, utilizing existing excess industry capacity. We believe that there is significant interest to deploy underutilized RKEF plants which may now have increased capacity capabilities as a result of the Indonesian government nickel laterite ore export ban restricting supply of the nickel laterite feedstock that they have previously utilized. These RKEF plants were originally built to convert nickel laterite to ferro-nickel alloy or nickel pig iron and could potentially be converted to smelt polymetallic nodules.

PAMCO completed the feasibility study in June 2025 after successfully processing 2000t of wet nodules to produce Mn silicate product and nickel-copper-cobalt alloy. The feasibility study confirmed operating parameters (e.g. tapping temperatures and dusting rates) and product specifications for PAMCO’s dedicated production line and defined the scope and execution plan for required equipment modifications.

In parallel with exploring foreign processing options, we are also exploring the feasibility of building domestic U.S. integrated facilities for nodule processing and refining in Brownsville, Texas.

Strategic Alliances and Key Commercial Agreements

Allseas Agreements

On March 29, 2019, we entered into a Strategic Alliance Agreement with Allseas, whereby the parties will conduct project development of an integrated offshore nodule collection system for use by our subsidiaries. The Strategic Alliance Agreement also contemplated that the parties would enter into other commercial arrangements following the successful completion of the pilot trials of a pilot mining test system ("PMTS") in the CCZ.

The Strategic Alliance Agreement was subsequently amended and, except as provided pursuant to its terms, Allseas may not, without our prior written consent, terminate the Strategic Alliance Agreement before we receive a commercial recovery permit.

On March 16, 2022, NORI and Allseas entered into a non-binding term sheet for the development and operation of a commercial nodule collection system. We are working with Allseas in the design and implementation of this system.

In addition, in August 2023, we entered into an Exclusive Vessel Use Agreement with Allseas pursuant to which Allseas will give exclusive use of the *Hidden Gem* to us in support of the development of PV1 until the system is completed or December 31, 2026, whichever is earlier.

We anticipate reaching agreements with Allseas in 2026 on definitive contract terms for both the completion of the development of PV1 (including preparation of the *Hidden Gem* and the first nodule collection system), and for initial commercial nodule production. We expect that the definitive agreement with Allseas will extend our exclusive use agreement with respect to the *Hidden Gem*. There can be no assurances, however, that we will enter into definitive agreements with Allseas contemplated by the non-binding term sheet in a particular time period, or at all, or on terms similar to those set forth in the non-binding term sheet, or that if such definitive agreements are entered into by us that the proposed commercial systems and second production vessel will be successfully developed or operated in a particular time period, or at all.

Offtake Agreements

On May 25, 2012, our wholly-owned subsidiary, DGE, and Glencore, entered into a copper offtake agreement and a separate nickel offtake agreement (together, the "Glencore Offtake Agreements"), pursuant to which Glencore has the right to purchase from DGE 50% of the annual quantity of copper material and 50% of the annual quantity of nickel material produced by DGE from ore derived from the NORI Contract Area at a processing plant directly owned or controlled by DGE. Pursuant to the Glencore Offtake Agreements, for London Metal Exchange ("LME") Codelco registered Grade "A" copper cathodes, the delivered price is the official LME Copper Grade "A" Cash Settlement quotation as published in the London Metal Bulletin averaged over the month of shipment or the following month at Glencore's choice, plus the official long-term contract premium as announced annually by Codelco, basis CIF Main European Ports (Rotterdam, the Netherlands). For LME Registered Primary Nickel, the delivered price is the official LME Primary Nickel Cash Settlement averaged over the month of shipping or the following month at Glencore's choice. For other copper-bearing material and other nickel-bearing material, the parties shall agree a price annually for the forthcoming calendar year on the basis of prevailing market prices for such copper products and such nickel products. The Glencore Offtake Agreements are for the life of the NORI Contract Area, and either party may terminate the agreement upon a material breach or insolvency of the other party. Glencore may also terminate either agreement by giving 12 months' prior written notice. The Glencore Offtake Agreements do not extend to any other of our entities in the event other entities are the ultimate processing owners for metal products. The Glencore Offtake Agreements only apply with respect to metals processed and developed from the NORI areas that are processed by a facility owned or controlled by DGE and do not apply to other projects (including TOML). Concurrent with entering into the Glencore Offtake Agreements, Glencore made an equity investment of $5 million into our Company.

Binding MoU with PAMCO

In November 2022, we entered into a non-binding MoU with PAMCO of Japan under which PAMCO conducted a prefeasibility study of processing nodules in PAMCO's Hachinohe facility, which is located on the coast in northern Japan and is equipped with port and processing infrastructure required to receive and process polymetallic nodules and to ship finished products to customers. Following the successful completion of the prefeasibility study, in November 2023, we entered into a binding MoU with PAMCO under which PAMCO conducted a feasibility study to toll treat 1.3 million tonnes of wet polymetallic nodules per year at its Hachinohe facility. PAMCO completed the feasibility study in June 2025 after successfully processing 2000t of wet nodules to produce Mn silicate product and nickel-copper-cobalt alloy. The feasibility study confirmed operating parameters (e.g. tapping temperatures and dusting rates) and product specifications for PAMCO's dedicated production line and defined the scope and execution plan for required equipment modifications. The parties are using the results of the feasibility study to finalise a definitive nodule tolling agreement.

There can be no assurance that we will enter into a definitive strategic alliance with PAMCO in a particular time period, or at all, or on terms similar to those set forth in the binding MoU, or that if a definitive strategic alliance is entered into by us or that the existing facility will be able to successfully process nodules in a particular time period, or at all.

Korea Zinc partnership

On June 16, 2025, we announced a partnership with Korea Zinc, a world leader in non-ferrous metal refining and precursor Cathode Active Material technology, to advance development activities in the United States. We are working with Korea Zinc to explore opportunities to partner on several initiatives that include refining nodule-derived matte in Korea Zinc's Ulsan All-In-One Nickel Refinery in South Korea, reusing Korea Zinc's nickel refinery design for future nickel refinery in the United States, adapting Korea Zinc's direct reduction smelting technology to smelting nodules and nodule-derived manganese silicate and potentially building a pCAM plant in the United States.

The announcement was followed with a strategic investment by Korea Zinc of approximately $85.2 million in TMC through the purchase of common shares and warrants in a private placement.

Mariana Minerals partnership

On March 19, 2026, we signed a Strategic Partnership Agreement with Mariana focusing on the potential development of the nodule processing and refining facility in the Port of Brownsville, Texas as part of our owner's team. Mariana brings an AI, software-first approach to the permitting, construction and operation of critical mineral projects: fast-tracked capital project execution, which enabled Tesla to build its Lithium plant in Texas in less than 20 months and is core to how SpaceX and other cutting edge businesses operate, can be even further accelerated via a software-first approach and offers a faster, more modern pathway to re-industrialization.

Competition

Terrestrial metals production is capital intensive and competitive. Production of nickel, cobalt and manganese alloys is largely dominated by Chinese or Chinese-funded competitors. Additionally, Chinese resources firms have historically been able to produce minerals and/or process metals from land-based operations in developing countries across the globe (e.g., cobalt in the DRC, nickel in Indonesia and the Philippines) at relatively low costs due to scale, efficiency and regulatory factors, including less stringent environmental and social regulations and lower labor and benefit costs.

The Executive Order 14285 in April 2025, generated significant interest in the US regulatory regime and over ten exploration applications have been submitted to NOAA. Additionally, the United States has received interest to explore for deepsea minerals within its exclusive economic zone. In addition to the two contracts held by our subsidiaries, 17 other entities (ISA Member States and private companies sponsored by ISA Member States) currently hold ISA Exploration Contracts for polymetallic nodules in the CCZ, Western Pacific and Indian Ocean Basin. If and when ISA nodule contractors and current NOAA nodule applicants move into the commercial recovery phase, each of these companies could become a potential competitor with respect to the collection of polymetallic nodules and the production of nickel, manganese, copper and cobalt products. Furthermore, several nation-states are working on developing polymetallic nodule resources inside their Exclusive Economic Zones ("EEZs"), with the Cook Islands granting three exploration contracts for polymetallic nodules in February 2022, India announcing an auction of polymetallic nodule exploration tenements in 2024 and a large polymetallic nodule deposit was discovered in the Japanese EEZ in mid-2024, with further exploration and test mining since then, including a successful test mining trial in 2026 to collect seafloor mud containing REEs. Further, in March 2026, the United States and Japan unveiled a new critical minerals action plan aimed at strengthening critical mineral supply chain resilience, and a core component of the plan is a Memorandum of Cooperation to "accelerate joint research and development and industry cooperation on commercially-viable development of deep-sea critical minerals resources."

Beyond polymetallic nodules, nations like Japan, Papua New Guinea, Brazil, India, Oman and the Kingdom of Saudi Arabia are exploring other types of deep-sea resources containing some of the metals contained in polymetallic nodules. There is increasing competition from new and existing marine mineral companies for the availability of marine exploration and support vessels, related marine equipment and specialized personnel, desirable exploration areas, suitable offshore collection and onshore processing equipment, and available capital. Some of our competitors may equally find more promising resources, identify or develop more economic technologies, enter into strategic partnerships that constrain our optionality, or may develop novel methods to collect nodules from the seafloor or process nodules into metals that are more economic than we currently contemplate.

Laws and Regulations

U.S. Regulatory Regime – Deep Seabed Hard Mineral Resources Act (DSHMRA)

The United States is not a party to the United Nations Convention on the Law of the Sea (UNCLOS) and is not a member of the ISA.

DSHMRA, establishes a domestic legal regime for U.S. citizens to explore for and commercially recover hard mineral resources from the seabed in areas beyond U.S. national jurisdiction. DSHMRA affirms that deep-sea mining is a lawful freedom of the high seas, subject to a duty of reasonable regard to the interests of other states in their exercise of those and other freedoms recognized by the general principles of international law, and provides a regulatory structure administered by NOAA, an agency under the U.S. Department of Commerce. NOAA's implementing regulations detail the criteria and conditions for issuance of deep seabed exploration licenses and commercial recovery permits to U.S. citizens, including any individual, corporation, or other entity organized under the laws of a U.S. state or territory.

The purpose of DSHMRA is to promote the development of seabed minerals by U.S. citizens while ensuring environmental protection, avoidance of conflict with other high seas uses, and consistency with international law. Before any license or permit is issued, NOAA must determine that the proposed activities meet a series of statutory requirements, including that the activity: (i) will not unreasonably interfere with the lawful use of the high seas by other states; (ii) is consistent with U.S. foreign policy and international obligations; (iii) does not create a risk to international peace and security; (iv) is not expected to result in significant adverse environmental effects; and (v) does not pose undue risk to life or property at sea. These findings reflect NOAA's mandate of advancing U.S. commercial interests in seabed minerals while minimizing environmental and diplomatic risk.

We believe NOAA has historically adopted a cautious and science-based regulatory posture under DSHMRA, coordinating with other U.S. federal agencies and supporting environmental studies to inform future decisions. In the 1980s and 1990s, the United States entered into reciprocal recognition arrangements with other nations with similar domestic seabed mining laws, helping avoid overlapping claims prior to the establishment of the ISA. Once the ISA became operational in the 1990s, most reciprocating states transitioned to the UNCLOS/ISA system. The United States, however, remains outside that framework. NOAA is not restricted under DSHMRA from issuing licenses or permits over areas that are also subject to ISA contracts.

Exploration licenses under DSHMRA grant exclusive rights to conduct technical studies in a defined area and are issued for ten-year terms, subject to extension. Commercial recovery permits authorize full-scale extraction for a period of 20 years with option to extension and are subject to enhanced environmental and operational requirements. To date, NOAA has issued exploration licenses over four areas. Two of these licenses (USA-1 and USA-4) remain active and are currently held by Lockheed Martin. These licenses have been renewed until 2027 in accordance with DSHMRA's statutory provisions, which require NOAA to grant extensions if the licensee has substantially complied with license terms. NOAA has not issued any commercial recovery permits under DSHMRA as no U.S. citizen had applied for a commercial recovery permit prior to TMC USA.

The certification process includes an interagency consultation with other U.S. government departments (including the Department of State, the Department of War, and the Environmental Protection Agency). Following certification, an Environmental Impact Statement, or EIS, is expected to be prepared under NEPA, and a public comment period will be provided. Following the public comment period, NOAA will determine whether to issue the requested licenses and permit, and if so, under what terms and conditions. All licenses and permits issued under DSHMRA are subject to oversight, periodic reporting, and potential suspension or revocation for noncompliance or unforeseen environmental harm.

DSHMRA and its implementing regulations do not include a statutory deadline for application review. However, the Executive Order signed by President Trump on April 24, 2025, directs the Commerce Secretary to implement an expedited permitting process under DSHMRA.

DSHMRA requires that all mining vessels and at least one transport vessel are U.S. flagged. TMC USA will ensure all vessels contracted for commercial recovery comply with relevant laws pertaining to vessel standards and crew safety. DSHMRA also requires that recovered minerals be processed in the United States unless a waiver is granted, in which case the permittee is required to provide assurances that processed materials are returned to the United States. We are currently evaluating U.S.-based vessel and processing options to satisfy this requirement as well as working with Japan and South Korea-based supply chain to ensure processed materials can be returned to the United States in the event the permit to process outside the United States is granted for an initial period. If necessary, we expect to seek a waiver based on the statutory criteria and applicable regulations.

DSHMRA establishes a domestic U.S. legal framework for the issuance of:

- exploration licenses for the exploration of deep seabed hard mineral resources; and
- commercial recovery permits for the recovery, processing and sale of such resources.

NOAA implemented regulations governing exploration licenses in 1981 and commercial recovery permits in 1989. In 2026, NOAA adopted a consolidated application and review process that allows applicants to submit consolidated exploration license and commercial recovery permit applications for review under a unified procedural framework.

To date, NOAA has not issued a commercial recovery permit for polymetallic nodules.

Exploration License Regulations

Under regulations governing exploration licenses, NOAA may issue exploration licenses to qualified applicants authorizing exploration activities within a defined license area.

An exploration license application must include, among other items:

- a description of the proposed exploration area;
- a detailed exploration plan;
- a description of the technologies to be used;
- an environmental baseline description and monitoring plan;
- an assessment of potential environmental impacts; and
- financial and technical capability information.

Exploration licenses are issued for an initial term of up to ten years and may be subject to renewal. Licensees are required to comply with reporting obligations, environmental monitoring requirements and operational conditions imposed by NOAA.

Commercial Recovery Permit Regulations

Under regulations governing commercial recovery permits, NOAA may issue commercial recovery permits authorizing the recovery and processing of deep seabed hard mineral resources from a defined permit area.

A commercial recovery permit application must include:

- a detailed mining plan describing the proposed commercial recovery system;
- an EIS prepared in accordance with the National Environmental Policy Act ("NEPA");
- an environmental monitoring and mitigation plan;
- a description of processing and transportation arrangements;
- financial responsibility documentation; and
- information demonstrating technical and operational capability.

Commercial recovery permits may be issued for up to 20 years and may be subject to renewal.

Environmental Review and National Environmental Policy Act

Both exploration licenses and commercial recovery permits are subject to environmental review under NEPA.

For commercial recovery permits, NOAA must prepare an EIS evaluating the reasonably foreseeable environmental impacts of the proposed action, alternatives, and mitigation measures. The EIS process includes public scoping, preparation of a draft EIS, public comment, preparation of a final EIS, and issuance of a final record of decision.

Exploration licenses may require either an environmental assessment or an EIS, depending on the scope and potential impacts of the proposed activities. Applicants for exploration licenses and commercial recovery permits must submit environmental analyses describing baseline environmental conditions, potential impacts of proposed activities, and measures to avoid or mitigate significant adverse environmental effects. In addition, NOAA prepares EISs for both exploration license and commercial recovery permit decisions. NOAA may impose permit terms and conditions requiring the use of best available technologies to minimize environmental impacts, environmental monitoring and reporting, and operational measures designed to protect marine ecosystems. Licenses and permits may be denied or modified if activities are expected to cause significant adverse environmental effects that cannot be mitigated.

Other U.S. Laws and Regulations

In addition to the permitting required under DSHMRA and environmental reviews under NEPA, we will be subject us to a complex regulatory system in the United States which we are in the initial stages of analyzing to determine applicability and how compliance will impact our development plans and potential commercial operations.

United Nations Convention on the Law of the Sea (UNCLOS)

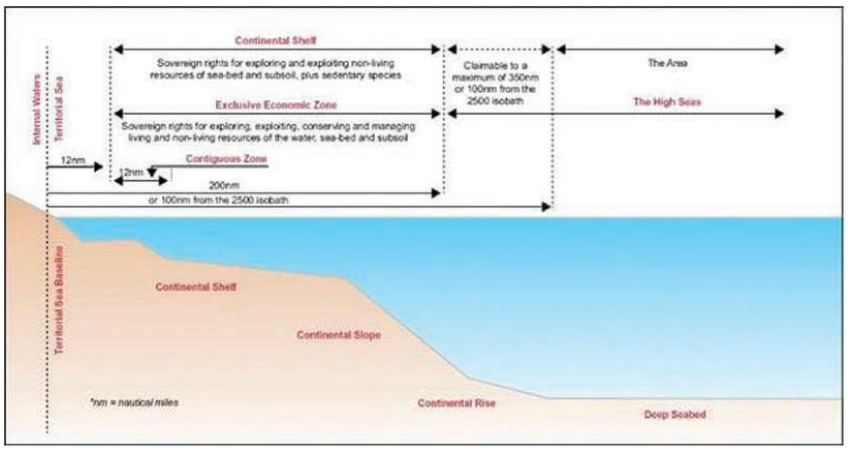
The Area is defined as the seabed and subsoil beyond the limits of national jurisdiction (UNCLOS Article 1).

The principal policy documents governing the Area, including the CCZ, include:

- United Nations Convention on the Law of the Sea, of December 10, 1982 ("UNCLOS"); and

- 1994 Agreement relating to the Implementation of Part XI of the United Nations Convention on the Law of the Sea of December 10, 1982 (the "1994 Implementation Agreement").

UNCLOS deals with, among other things, navigational rights, territorial sea limits, exclusive economic zone jurisdiction, the continental shelf, freedom of the high seas, legal status of resources on the seabed beyond the limits of national jurisdiction, passage of ships through narrow straits, conservation and management of living marine resources in the high seas, protection of the marine environment, marine scientific research, and settlement of disputes.



Part XI of UNCLOS and the 1994 Implementation Agreement deal with mineral exploration and collection in the international seabed, known as the Area, providing a framework for entities to obtain legal title to areas of the seafloor from the ISA for the purpose of exploration and eventually collection of resources. UNCLOS became effective on November 16, 1994. A subsequent agreement relating to the implementation of Part XI of UNCLOS was adopted on July 28, 1994 and became effective on July 28, 1996. The 1994 Implementation Agreement and Part XI of UNCLOS are to be interpreted and applied together as a single instrument. As of March 2026, UNCLOS had been signed by 171 States (countries) and the European Union.

International Seabed Authority

Overview

The ISA is an autonomous international organization established under UNCLOS and the 1994 Implementation Agreement to organize and control activities in the Area, particularly with a view to administering and regulating the development of the resources of the Area, in accordance with the legal regime established under UNCLOS and the 1994 Implementation Agreement. In so doing, the ISA has the mandate to regulate all mineral related activities in the Area for the benefit of humankind and ensure the effective protection of the marine environment from harmful effects that may arise from deep-seabed related activities. The ISA is comprised of UNCLOS State Parties, 171 Member States, and the European Union. All parties to UNCLOS are members of the ISA. Two principal organs establish the policies and govern the work of the ISA: the Assembly, where all 172 members are represented (the "Assembly"), and a 36-member council elected by the Assembly (the "Council"). The Council has two advisory subsidiary bodies: the Legal Technical Commission ("LTC") (41 members), which advises the Council on matters relating to the exploration and collection of non-living marine resources, such as polymetallic nodules, polymetallic sulphides and cobalt-rich ferromanganese crusts, and the Finance Committee (15 members), which deals with budgetary and related matters.

All rules, regulations, and procedures issued by the ISA to regulate prospecting, exploration, and exploitation of marine mineral resources are issued within a general legal framework established by UNCLOS and the 1994 Implementation Agreement. To date, the ISA has issued the following regulations *(https://isa.org.jm/the-mining-code/exploration-regulations/)*:

- The Regulations on Prospecting and Exploration for Polymetallic Nodules in the CCZ (adopted July 13, 2000, as amended in 2013 and 2014; the Regulations).

- The Regulations on Prospecting and Exploration for Polymetallic Sulphides (adopted May 7, 2010).
- The Regulations on Prospecting and Exploration for Cobalt-Rich Ferromanganese Crusts in the CCZ (adopted July 2012).

No commercial polymetallic nodule collection operations have started anywhere in the world. Currently, ISA exploration activities are aimed at gathering the necessary information on the location, quality and quantity of the minerals of the seabed as well as collecting the necessary environmental and social baseline information. To date, the ISA has approved 17 contracts in the CCZ for exploration of nodules, one in the Indian Ocean and one in the Western Pacific Ocean covering more than 1.35 million square kilometers of the seabed. This represents 0.3 percent of the world's oceans seafloor. Twelve of these contracts are sponsored by developing countries (including the sponsors of our subsidiaries NORI — Nauru, and TOML — Tonga). Thirteen countries and one intergovernmental consortium currently have contracts for the exploration of polymetallic nodules, seven countries have contracts for the exploration of polymetallic sulphides, and five countries have contracts for the exploration of cobalt-rich ferromanganese crusts. To date, no exploitation contracts for extracting minerals from the seafloor within the CCZ have been granted.

The ISA has been working since 2014 to complete the development of a legal framework to regulate the commercialization of mineral development activities but to date has been unable to complete its work.

The exploitation regulations will create the legal and technical framework for collection and related operations. Finalization of the exploitation regulations remains subject to the decision of the members of the ISA. Final exploitation regulations must be adopted by the Council. The ISA was targeting to finalize these regulations by July 2020 but did not complete its work. At its July 2023 28th Session meeting, the Council adopted a decision with a view to adopt final exploitation regulations during the 30th ISA session in 2025 but once again failed to finalize and adopt the regulations. There is currently no timeline or target agreed to by the ISA Council for the adoption of the exploitation regulations.

Section 1, paragraph 15 of the 1994 Implementation Agreement allows a member state whose national intends to apply for approval of a plan of work for exploitation to notify the ISA of such intention. This notice obliges the ISA to complete the adoption of exploitation regulations within two years of the request made by the member state.

On June 25, 2021, Nauru submitted its notice to the ISA requesting that it complete the adoption, by July 9, 2023, of rules, regulations and procedures necessary to facilitate the approval of plans of work for exploitation in the Area. The ISA did not complete the adoption of the rules, regulations and procedures by July 9, 2023, as required.

In the absence of the ISA exploitation regulations, standards and guidelines, NORI and TOML have not been able to apply for an exploitation contract from the ISA ("ISA Exploitation Contract") to commence commercial-scale polymetallic nodule collection in the CCZ under UNCLOS.

It is unclear when the ISA will adopt the exploitation regulations and any necessary rules, regulations and procedures to facilitate the approval of a plan of work for exploitation, there can be no assurances that the adoption of these regulations will not be delayed or paused as a result of the actions of ISA member States. The Draft Exploitation Regulations and some supporting standards and guidelines exist, but there remains uncertainty regarding the final form that these will take as well as the impact that such regulations, standards and guidelines will have on NORI and TOML's ability to begin commercial operations.

Pursuant to Section 1, paragraph 15(c) of the 1994 Implementation Agreement, if the ISA Council has not completed the adoption of such regulations within the prescribed time and an application for approval of a plan of work for exploitation is pending, the ISA shall nonetheless consider and provisionally approve such a plan of work for exploitation based on: (i) the provisions of the UNCLOS; (ii) any rules, regulations and procedures that the ISA may have adopted provisionally, (iii) the basis of the norms contained in the UNCLOS and (iv) the terms and principles contained in the Agreement relating to the Implementation of Part XI, including the principle of non-discrimination among contractors. There can be no assurance that the ISA will provisionally approve our plan of work once submitted or that such provisional approval would lead to the issuance of an exploitation contract by the ISA.

Pursuant to Article 165(2)(b) of the Convention and Paragraph 11(a) of the 1994 Agreement, an application for a Plan of Work is first reviewed by the LTC and a recommendation concerning the approval of the Plan of Work is submitted by the LTC to the Council. Rule 44 of the LTC's Rules of Procedure requires decision making by consensus. If all efforts to reach consensus have been exhausted, however, then a decision by voting shall be taken by a majority of members present and voting.

If a positive recommendation is submitted by the LTC to the Council concerning the approval of a Plan of Work, the Council is required to approve the LTC's recommendation unless a two-thirds majority of its members present and voting, including a majority of members present and voting in each of the chambers of the Council, decides to disapprove the Plan of Work. If the Council does not take a decision on the LTC's recommendation within 60 days, the recommendation shall be deemed to have been approved by the Council.

Consistent with NORI's rights under the UNCLOS, and the 1994 Implementation Agreement, NORI reserves its right to submit an application for a plan of work for exploitation, which will be included as part of the application for an exploitation contract, prior to the ISA's provisional adoption and approval of the exploitation regulations, the possibility of which was recognized in the ISA Council decisions ISBA/28/C/24 and ISBA/28/C/25, and to have that application considered and provisionally approved pursuant to Section 1, Paragraph 15 of the Annex to the 1994 Implementation Agreement.

ISA Environmental Review

The ISA is mandated through UNCLOS to "preserve and protect the marine environment" while developing the resources within the Area. The ISA is responsible for assessing the ESIA prepared by NORI and for granting the relevant permits.

The ISA has issued Regulations on Prospecting and Exploration for Polymetallic Nodules (adopted on July 13, 2000, updated on July 25, 2013 and on July 24, 2014). The regulations are complemented by the LTC's recommendations for the guidance of contractors on assessing the environmental impacts of exploration.

The exploitation regulations on deep-seabed collection are not completed but will be complemented by various standards and guidelines, and environmental thresholds. The ISA is currently developing these standards and guidelines, and thresholds which need to be finalized by the LTC and adopted by the Council. The ISA has divided the required standards and guidelines in three phases.

- Phase 1: Standards and guidelines deemed necessary to be in place by the time of adoption of the draft regulations on exploitation.
- Phase 2: Standards and guidelines deemed necessary to be in place prior to the receipt of an application of a plan of work for exploitation.
- Phase 3: Standards and guidelines deemed necessary to be in place before commercial mining activities commence in the Area.

Ten standards and guidelines have been prepared in Phase 1, provided to stakeholders for comment, reviewed and amended by the LTC and provided to Council for consideration and approval. Additional standards and guidelines will be drafted as part of the development of Phase 2 and 3.

Although the environmental impact review process has not yet been finalized, all contractors have been made aware that the ISA requires the completion of baseline studies and an EIA, culminating in an EIS for proposed commercial operations, prior to collection. An EIS and an EMMP, will be required as part of the application for an ISA Exploitation Contract for operations in the CCZ.

NORI's offshore exploration campaigns have included sampling to support environmental studies, collection of high-resolution imagery, full column physical and chemical oceanographic data and environmental baseline studies. An integrated collector test involving trialing of collector vehicle and riser system took place in 2022. The environmental impacts of this test were monitored from a separate research vessel. An additional environmental campaign was executed in 2023 to return to the site 12 months after the test.

Sponsoring State Legislation

In addition, under the ISA regime, the sponsoring State has a responsibility to put in place legislation to ensure the entity it has sponsored complies with UNCLOS and ISA rules and regulations. Nauru implemented the Nauru International Seabed Minerals Act in 2015, which was amended and renamed to Nauru Seabed Minerals Authority Act in 2024, that NORI is required to comply with. Tonga implemented the Tonga Seabed Minerals Act 2014, which TOML is required to comply with as a contractor sponsored by the Kingdom of Tonga.

Applications and Contracts

TMC USA NOAA Applications

In April 2025, TMC USA, our wholly owned subsidiary, submitted two exploration license applications and one commercial recovery permit application to NOAA under DSHMRA covering defined areas within the CCZ.

In January 2026, TMC USA submitted a consolidated exploration license and commercial recovery permit application under NOAA's newly established consolidated review process. The consolidated application covers areas previously included in the April 2025 applications.

These applications are currently under review by NOAA. There can be no assurance that NOAA will issue the requested exploration licenses or commercial recovery permit on a timely basis, on commercially viable terms, or at all.

See "Exploration Contracts and Exploration License Applications" above for additional information about these applications.

The NORI ISA Exploration Contract

In July 2011, our wholly-owned subsidiary, NORI, was granted a polymetallic nodule exploration contract by the ISA, providing it exclusive rights to explore 74,830 square kilometers in the CCZ pursuant to the NORI Exploration Contract ("NORI Exploration Contract"). The NORI Exploration Contract was approved by the Council on July 19, 2011, and entered into on July 22, 2011, between NORI and the ISA, and terminates on July 22, 2026, subject to a potential extension.

The NORI Exploration Contract, which was granted pursuant to the ISA's Regulations on Prospecting and Exploration for Polymetallic Nodules in the CCZ (the "Regulations"), formalized a 74,830 square kilometers exploration area, has an initial term of 15 years (subject to renewal for successive five-year periods), and provides for certain obligations with respect to exploration, training, and other programs of activities for an initial five-year period. The NORI Exploration Contract also formalized the rights of NORI around future rights. Pursuant to the Regulations, NORI has the priority right to apply for an exploitation contract to collect polymetallic nodules in the same area (Regulation 24(2)). Such preference or priority may be withdrawn by the Council if the contractor has failed to comply with the requirements of its approved plan of work for exploration within the time period specified in a written notice or notices from the Council to the contractor indicating which requirements have not been complied with by the contractor. After a hearing process, the Council would be required to provide the reasons for its proposed withdrawal of preference or priority and shall consider any contractor's response. The decision of the Council shall take account of that response and shall be based on substantial evidence.

During exploration, NORI is required to, among other things:

- implement the agreed plan of work;
- submit an annual report to the ISA;
- meet certain performance and expenditure commitments;
- pay an annual overhead charge to cover the costs incurred by the ISA in administering and supervising the contract;
- implement training programs for personnel of the ISA and developing countries in accordance with an approved training program;
- take measures to prevent, reduce, and control pollution and other hazards to the marine environment arising from its activities in the CCZ;
- maintain appropriate insurance policies;

- establish environmental baselines against which to assess the likely effects of its program of activities on the marine environment; and

- establish and implement a program to monitor and report on such effects.

To date, no exploitation contracts for extracting minerals from the international seafloor have been granted. The ISA is currently working on the development of a legal framework to regulate the exploitation of polymetallic nodules in the Area, as described above.

In 2021, NORI submitted a review of the implementation of the plan of work for the period from 2017 to 2021 to the ISA. The review included a proposed plan of work for the next five-year period from 2022 to 2026. On February 3, 2022, the ISA confirmed that the Secretariat and Commission had reviewed NORI's report and noted that the program of activities for the next five-year period was acceptable.

NORI is required to submit an application for extension no later than six months before the expiration of the contract. NORI submitted an application for a five-year extension on January 19, 2026. The extension application is currently being reviewed by the ISA's Legal and Technical Commission.

The ISA Council may suspend or terminate the NORI Exploration Contract, without prejudice to any other rights that the ISA may have, if any of the following events should occur:

- if, in spite of written warnings by the ISA, NORI has conducted its activities in such a way as to result in serious persistent and willful violations of the fundamental terms of the NORI Exploration Contract, Part XI of UNCLOS, the 1994 Implementation Agreement and the rules, regulations and procedures of the ISA: to this point, NORI is compliant and has never received a written warning from the ISA;

- if NORI has failed to comply with a final binding decision of the dispute settlement body applicable to it; or

- if NORI becomes insolvent or commits an act of bankruptcy or enters into any agreement for composition with its creditors or goes into liquidation or receivership, whether compulsory or voluntary, or petitions or applies to any tribunal for the appointment of a receiver or a trustee or receiver for itself or commences any proceedings relating to itself under any bankruptcy, insolvency or readjustment of debt law, whether now or hereafter in effect, other than for the purpose of reconstruction.

Additionally, if the nationality or control of NORI changes or NORI's sponsoring State, as defined in the Regulations, terminates its sponsorship and NORI does not obtain another sponsor meeting the requirements prescribed in the Regulations, then the NORI Exploration Contract will terminate.

The NORI Sponsorship Agreement

NORI is sponsored to carry out its mineral exploration activities in the CCZ by Nauru pursuant to a certificate of sponsorship signed by the Government of Nauru on April 11, 2011. Sponsorship of an entity requires the sponsoring State to certify that it assumes responsibility for the entity's activities in the CCZ in accordance with UNCLOS. NORI is a Nauruan incorporated entity and is subject to applicable Nauruan legislation and regulations. In 2015, the Nauruan government established the Nauru Seabed Minerals Authority to regulate activities carried out by companies sponsored by Nauru.

Throughout the period of the NORI Exploration Contract, NORI must be sponsored by a State that is party to UNCLOS. If the nationality or control of NORI changes or NORI's sponsoring State, as defined in the Regulations, terminates its sponsorship, NORI must promptly notify the ISA. In either event, if NORI does not obtain another sponsor meeting the requirements prescribed in the Regulations and fails to submit to the ISA a certificate of sponsorship for NORI in the prescribed form within six months, the NORI Exploration Contract will terminate.

On July 5, 2017, Nauru, the Nauru Seabed Minerals Authority and NORI entered into a sponsorship agreement (the "NORI Sponsorship Agreement") formalizing certain obligations of the parties in relation to NORI's exploration and potential collection of nodules within the NORI Contract Area of the CCZ. On May 29, 2025, Nauru and NORI signed a revised Sponsorship Agreement, updating the terms of the Sponsorship Agreement signed between the parties in 2017.

The revised Sponsorship Agreement will remain in force unless terminated by mutual agreement of the parties or earlier terminated in accordance with its terms, including in the event of a material breach by either party or upon the assignment of NORIs rights and the transfer of sponsorship to another sponsoring State. Under the agreement, NORI will pay the Republic of Nauru a seabed mineral recovery payment of $2 per tonne of polymetallic nodules recovered under an ISA contract, subject to annual inflation adjustment. In addition, NORI will pay an annual administration fee, initially capped at $500,000, to support Nauru's administration of its sponsorship and regulatory oversight. The agreement also provides for potential continuity payments to Nauru, if a subsidiary other than NORI develops nodules in the NORI Contract Area under the U.S. regulatory regime, with the specific payment amounts and schedule to be agreed by the parties in such circumstances. During any period in which such continuity payments are made, NORI has agreed to maintain an office in Nauru and make annual investments in local presence, community initiatives and training and capacity-building programs for Nauruan nationals. In connection with the revised Sponsorship Agreement, Nauru was granted warrants to purchase 9,146,268 of our common shares at an exercise price of $4.72. In connection with the revised Sponsorship Agreement, we also executed a Deed of Guarantee and Indemnity in favor of Nauru, under which we guarantee certain financial obligations of NORI under Nauruan law and the Sponsorship Agreement and provides limited indemnification.

The TOML ISA Exploration Contract

In March 2020, we acquired TOML from Deep Sea Mining Finance Limited, providing us with exclusive rights to explore a 74,713 square kilometers area of the CCZ seabed. TOML holds an exploration contract granted by the ISA and sponsored by the Kingdom of Tonga pursuant to the TOML Exploration Contract ("TOML Exploration Contract"). The plan of work was approved by the Council, acting on the recommendation of the LTC, on July 19, 2011. The TOML Exploration Contract was then signed on January 11, 2012 between TOML and the ISA and terminates on January 11, 2027, subject to a potential extension under the terms of the agreement. TOML expects to submit an exploration contract extension request to the ISA in 2026 requesting a 5-year extension of the contract.

The TOML Exploration Contract was granted pursuant to the ISA's Regulations, as well as Article 153 of UNCLOS, and formalized a 74,713 square kilometers exploration area. The TOML Exploration Contract includes an initial term of 15 years, which may be extended under the contract, and a program of activities to be completed within the first five-year period of the term. The TOML Exploration Contract also formalized the rights of TOML around future rights. Pursuant to the Regulations, TOML has the priority right to apply for an ISA Exploitation Contract to collect polymetallic nodules in the same area (Regulation 24(2)). The Regulations state that a contractor who has an approved plan of work for exploration only shall have a preference and a priority among applicants submitting plans of work for collection of the same area and resources. Such preference or priority may be withdrawn by the Council if the contractor has failed to comply with the requirements of its approved plan of work for exploration within the time period specified in a written notice or notices from the Council to the contractor indicating which requirements have not been complied with by the contractor. After a hearing process, the Council shall provide the reasons for its proposed withdrawal of preference or priority and shall consider any contractor's response. The decision of the Council shall take account of that response and shall be based on substantial evidence.

Under ISA requirements contractors are required to submit five-year work programs. The first TOML five-year work program was completed in 2016 and reviewed and accepted by the ISA in late 2016. In 2021, TOML submitted a review of the implementation of the plan of work for the period from 2017 to 2021 to the ISA. The review included a proposed plan of work for the next five-year period from 2022 to 2026.

On December 23, 2022, the ISA accepted TOML's proposed program of activities for the 2022-2026 five-year period.

The ISA Council may suspend or terminate the TOML Exploration Contract, without prejudice to any other rights that the ISA may have, if any of the following events occur:

- if, in spite of written warnings by the ISA, TOML has conducted its activities in such a way that results in serious persistent and willful violations of the fundamental terms of this contract, Part XI of UNCLOS, the 1994 Agreement and the rules, regulations and procedures of the ISA: to this point, TOML is compliant and has never received a written warning from the ISA;

- if TOML has failed to comply with a final binding decision of the dispute settlement body applicable to it;

- if TOML becomes insolvent or commits an act of bankruptcy or enters into any agreement for composition with its creditors or goes into liquidation or receivership, whether compulsory or voluntary; or

- petitions or applies to any tribunal for the appointment of a receiver or a trustee for itself or commences any proceedings relating to bankruptcy, insolvency or readjustment of debt law, whether now or hereafter in effect, other than for the purpose of reconstruction.

Additionally, if the nationality or control of TOML changes or TOML's sponsoring State, as defined in the Regulations, terminates its sponsorship and TOML does not obtain another sponsor meeting the requirements prescribed in the Regulations, then the TOML Exploration Contract will terminate.

The TOML Sponsorship Agreement

On March 8, 2008, Tonga and TOML entered into the TOML Sponsorship Agreement formalizing certain obligations of the parties in relation to TOML's exploration and potential exploitation of a proposed application to the ISA (subsequently granted) known as the TOML Area. TOML updated the sponsorship agreement with Tonga in September 2021 and again on August 4, 2025.

The revised Sponsorship Agreement between the Government of the Kingdom of Tonga, and TOML will remain in force unless terminated by mutual agreement of the parties or earlier terminated in accordance with its terms, including in the event of a material breach by either party. Under the agreement, the Kingdom of Tonga will continue to sponsor TOML's seabed mineral activities in the ISA contract area. Upon commencement of commercial recovery of polymetallic nodules under an ISA contract, TOML will pay the Tonga Seabed Minerals Authority a commercial recovery payment of $2 per tonne of polymetallic nodules recovered from the contract area, subject to annual inflation adjustment. In addition, TOML will pay an annual administration fee of $90,000, which may increase by up to 5% annually, to support the administration of Tonga's sponsorship and regulatory oversight. The agreement also provides for potential continuity benefit payments to Tonga if a subsidiary other than TOML develops nodules in the TOML Contract Area under the U.S. regulatory regime. During any period in which such continuity benefits are provided, TOML has agreed to maintain an office in Tonga and make annual investments in local presence, community initiatives and training and capacity-building programs for Tongan nationals. In connection with the revised Sponsorship Agreement, Tonga was granted warrants to purchase 1,000,000 of our common shares at an exercise price of $5.87. In connection with the revised Sponsorship Agreement, we also executed a Deed of Guarantee and Indemnity in favor of Tonga, under which we guarantee certain financial obligations of TOML under Tongan law and the Sponsorship Agreement and provides limited indemnification.

Royalties and Taxes

Royalties and taxes payable on any future production from the CCZ under an ISA contract will be stipulated in the ISA's exploitation regulations. While the rates of payments are yet to be set by the ISA, the 1994 Implementation Agreement (Section 8(1)(b)) prescribes that the rates of payments "shall be within the range of those prevailing in respect of land-based mining of the same or similar minerals in order to avoid giving deep seabed miners an artificial competitive advantage or imposing on them a competitive disadvantage."

Under the NORI Sponsorship Agreement between the Republic of Nauru and NORI and under the TOML Sponsorship Agreement between the Kingdom of Tonga and TOML, upon commencement of commercial recovery of polymetallic nodules under ISA contracts, NORI and TOML have agreed to pay Nauru and Tonga a seabed mineral recovery payment of $2 per tonne of polymetallic nodules recovered, annually adjusted on a compounding basis based on the official inflation rate in the United States. In addition, NORI and TOML will pay an annual administration fee to Nauru and Tonga to support the administration of the sponsorship agreement and regulatory oversight. The agreements also provide for continuity payments to Nauru and Tonga. NORI and TOML have also committed to maintaining an in-country presence and supporting local social, community, training and capacity-building initiatives, and to paying corporate income taxes in Nauru and Tonga, respectively, in accordance with applicable laws. In connection with the revised NORI and TOML Sponsorship Agreements, we issued to Nauru and Tonga warrants to purchase common shares.

Under DSHMRA and its implementing regulations payment of administrative application fees for exploration licenses and commercial recovery permits are required, but neither the statute nor the current regulations impose production royalties, resource extraction taxes, or revenue-based payments on recovered minerals. DSHMRA does establish a statutory framework for potential future revenue sharing in connection with an international seabed mining regime if the United States becomes party to an applicable international seabed mining regime, but no such payment obligations are presently in effect.

Exploration Activities and Project Development

NORI's assessment is that it is in compliance with existing exploration contracts. In addition to working on key engineering aspects of the project such as designing the final nodule collector and the dewatering facility, NORI is also continuing the following tasks:

- delineating nodule mineralization;
- characterizing the nature of any materials returned to the environment;
- developing oceanographic and physical information to inform models (e.g., sediment plume models); and
- developing other plans, including the EMMP and the various subordinate plans.

Intellectual Property

Our success depends in part upon our ability to obtain and maintain patent protection of our core technology and intellectual property, as well as that of our strategic partners, and particularly that our freedom to operate is not restricted by patents lodged by competitors or other third parties. Moreover, we rely on a combination of trade secret protection, non-disclosure and licensing agreements and trademarks to establish and protect our proprietary intellectual property. To this end, we maintain a portfolio of issued patents and pending patent applications, which relate to offshore collection systems and to the processing of polymetallic nodules for recovering metals. As we rely on a number of patents to establish and protect our intellectual property, we have obtained and filed patent applications in countries throughout North America, Europe and Asia.

We cannot conclusively state that any pending applications, existing or future intellectual property will be definitively useful in protecting or promoting our business and growth plans. Please see the section entitled "*Risk Factors*" for additional information on the risks associated with our intellectual property strategy and portfolio.

Human Capital

As of December 31, 2025, we employed forty-eight (48) employees and contractors. None of our staff are covered by collective bargaining agreements.

Attracting Talent. Our team is comprised of highly skilled individuals from a variety of fields. Geographically, our staff are located in the U.S., Nauru, Tonga, Canada, Australia, United Kingdom and United Arab Emirates. We are committed to attracting, developing and retaining world-class talent from diverse backgrounds. Our goal is to develop cultural competency by seeking knowledge, increasing awareness, modeling respect and promoting inclusion.

People Engagement. As a company working to pioneer a new industry, our success depends on attracting and retaining strong, independent, entrepreneurial, and multi-talented team members capable of dealing with high levels of uncertainty and adversity. Our team is distributed across several continents and several time zones, with remote working being the norm for most of our staff and multi-week offshore campaigns being the norm for our offshore team. Despite physical and temporal separation, we maintain a strong sense of cohesion by attracting people who are intrinsically motivated by the company's purpose and core values, cultivating a flat organizational structure and deep care for each other. We rely on regular management and company meetings, ongoing communication flows across different technology platforms, frequent *ad hoc* video communication and creating opportunities for in-person gatherings. We offer our team members flexible work schedules and autonomy in managing their time while encouraging them to set boundaries between work on our shared mission and their home lives.

Compensation and Benefits. We compensate our staff competitively. In addition to salaries, our compensation and benefits program includes annual discretionary bonuses, equity awards, an employee stock purchase plan, a 401(k) contribution/superannuation or RRSP benefit contribution (as applicable jurisdictionally), healthcare and insurance benefits, health savings and flexible spending accounts. Our annual equity compensation is focused on company priorities that we believe create long-term value for our stakeholders. Long-term equity awards typically vest over three years, aligning the interests of staff and shareholders while encouraging long-term business continuity particularly amidst a rush of new companies into the deep-sea mining industry.

Environment, Health & Safety (EHS). Our EHS vision is to fully integrate environmental, health and safety into our operations, and to create a workplace free of incidents. We also relied on the EHS programs of our partners Allseas and an offshore support service provider to conduct our operations in a safe manner and in compliance with applicable safety laws, rules and regulations. These all involve EHS systems incorporating thorough planning, risk assessment and disciplined implementation of controls as well as culturally-based safety observations systems like safe act observations and obligation of "stop work if it is unsafe to proceed".

Available Information

Our internet address is *https://metals.co*, to which we regularly post copies of our press releases as well as additional information about us. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports, are available to you free of charge through the Investors section of our website as soon as reasonably practicable after such materials have been electronically filed with, or furnished to, the SEC. The SEC maintains an internet site (*http://www.sec.gov*) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. We include our website address in this Annual Report only as an inactive textual reference. Information contained in our website does not constitute a part of this Annual Report or our other filings with the SEC.

Corporate Information

We are a corporation existing under the laws of British Columbia, Canada. Our registered and records office is located at 1111 West Hastings Street, 15th Floor, Vancouver, British Columbia V6E 2J3, Canada, and our telephone number is (888) 458-3420. We do not have a physical office in Vancouver, British Columbia, our directors and executive officers work remotely in various countries around the world, and the Vancouver, British Columbia address disclosed is our registered and records office required under the Business Corporations Act (British Columbia).

Item 1A. RISK FACTORS

Our business is subject to numerous risks and uncertainties that you should be aware of in evaluating our business. If any such risks and uncertainties actually occur, our business, prospects, financial condition and results of operations could be materially and adversely affected. The risks described below are not the only risks that we face. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial may also materially adversely affect our business, prospects, financial condition and results of operations. The risk factors described below should be read together with the other information set forth in this Annual Report, including our consolidated financial statements and the related notes, as well as in other documents that we file with the SEC.

Summary of Material Risks Associated with Our Business

These risks include, but are not limited to, the following:

- Our business is subject to numerous regulatory uncertainties which, if not resolved in our favor, would have a material adverse impact on our business.
- Our resource development activities are subject to changes in government regulation and political instability.
- Changes to any of the laws, rules, regulations or policies to which we are subject could have a significant impact on our business.

- Our exploration, development, collecting, shipping, processing and refining activities are subject to extensive and costly environmental requirements, and current and future laws, regulations, and permits may impose significant costs, liabilities, or obligations, or could limit or prevent our ability to continue our operations as currently contemplated or to undertake new operations.
- The grade and quality of the polymetallic nodule deposits that we intend to develop are estimates, and there are no guarantees that such deposits will be suitable for collecting or commercialization.
- No seafloor polymetallic nodule deposit has ever been commercially collected, and our offshore collection technology and development plans and processes may not be sufficient to accomplish our objectives.
- Mineral resource estimates from the contract areas of NORI and TOML are only estimates.
- Our business is subject to significant risks, and we may never develop minerals in sufficient grade or quantities to justify commercial operations.
- Uncertainty in our estimates of polymetallic nodule deposits could result in lower-than-expected revenues and higher costs.
- We operate in a highly competitive industry, and there are no assurances that our efforts will be successful.
- The prevailing market prices of nickel, manganese, copper, cobalt, and other commodities will have a material impact on our ability to achieve commercial success.
- We may be adversely affected by fluctuations in demand for nickel, manganese, copper, cobalt, and other commodities.
- Negative perceptions related to the offshore collection of polymetallic nodules could have a material adverse effect on our business.
- We, our partners and our shareholders may be adversely impacted by pressure and lobbying from non-governmental organizations.
- Offshore collection and onshore processing and refining operations pose inherent risks and costs that may negatively impact our business.
- Our business is contingent on our ability to successfully identify, collect, ship and process polymetallic nodules profitably, and in doing so, we will need to rely on certain existing and future strategic relationships, some of which we may be unable to maintain and/or develop.
- Some of the offshore equipment that we will need to accomplish our objectives has not been manufactured and/or tested.
- Our business is substantially dependent on our strategic relationship with Allseas. If we and Allseas are unable to successfully maintain and expand this relationship, our business may be materially harmed.
- The polymetallic nodules that we may recover will require specialized treatment and processing, and there is no certainty that such processes will result in a recovery of metals that is consistent with our expectations, or that we will be able to develop or otherwise access processing plants that are suitable for our purposes.
- Our exploration, development and polymetallic nodule collecting activities may be affected by natural hazards, which could have a material adverse effect on our business.

- Actual capital costs, financing strategies, operating costs, production and economic returns may differ significantly from those we have anticipated and there can be no assurance that any future development activities will result in profitable metal production operations.

- We have a limited operating history, and there can be no assurance that we will be able to commercially develop our resource areas or achieve profitability in the future.

- We depend on key personnel for the success of our business. The loss of key personnel or the hiring of ineffective personnel could negatively impact our operations and profitability.

- We are dependent upon information technology systems, which are subject to cyber threats, disruption, damage and failure.

- Our business is capital intensive, and we will be required to raise additional funds in the future to accomplish our objectives. This additional financing may not be available on acceptable terms or at all. Failure to obtain this necessary capital when needed may force us to reduce or terminate our operations.

- We may issue additional common shares or other equity securities without shareholder approval, which would dilute your ownership interests and may depress the market price of our common shares and sales of a substantial amount of our common shares may cause the price of our common shares to fall.

- There can be no assurance that we will be able to comply with the continued listing standards of Nasdaq.

- If we are unable to implement and maintain effective internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and we may face litigation.

- We are exposed to risks vis-à-vis our multi-national operations, which could adversely affect our business.

- We may be classified as a PFIC in any taxable year, which could result in adverse U.S. federal income tax consequences to U.S. holders.

I. Regulatory and Environmental Risks.

Our business is subject to numerous regulatory uncertainties which, if not resolved in our favor, would have a material adverse impact on our business.

Both the ISA regulatory regime under UNCLOS and the U.S. regulatory regime under DSHMRA have not yet been used for commercial production of seafloor polymetallic nodules and, to date, no commercial collection (also referred to as "mining," "exploitation" or "harvesting") of nodules has occurred on the seafloor in the area of the high seas beyond the limits of national jurisdiction (the "Area"), which includes the CCZ.

DSHMRA Regime

To date, NOAA has not issued a commercial recovery permit, and the legal framework, while established, has not yet been applied to the full lifecycle of a seabed mining project. Despite our applications now under NOAA review, there can be no assurance that such review will lead to NOAA granting TMC USA any exploration licenses or a commercial recovery permit on a timely basis or at all, or on commercially viable terms and conditions, which would materially and negatively impact our business, financial condition, liquidity, results of operations and prospects. In addition, there is no assurance that we will be able to comply with, or obtain a waiver of, the requirement under DSHMRA that minerals be processed in the United States.

In addition, permitting under DSHMRA subjects TMC USA to a complex regulatory system in the United States which we are in the initial stages of analyzing to determine applicability and how compliance will impact our development plans and potential commercial operations. We will need to be in full compliance with U.S. environmental laws, and NOAA may deny a commercial recovery permit if it determines that significant adverse environmental effects cannot be adequately mitigated. The review and approval process will also be subject to a full EIS process under NEPA, as well as public comments and potential legal challenge in U.S. courts by third parties who can show that they are adversely affected or aggrieved by NOAA's actions. Although the Executive Order 14825 signed by President Trump on April 24, 2025 directs the Commerce Secretary to implement an expedited permitting process under DSHMRA, the timing of license or permit issuance remains uncertain while there are statutory guidelines as to timing, there are no mandatory deadlines under DSHMRA and actual review timelines will depend on the scope and outcome of NOAA's assessment.

Success under the U.S. regulatory pathway will also require continued policy support from the U.S. executive branch and agencies such as NOAA and the Department of Commerce. Shifts in U.S. political priorities, legal interpretations, or agency leadership could adversely affect our ability to obtain and maintain required approvals or to rely on DSHMRA as a viable permitting pathway.

Although NOAA has determined that our applications for exploration licenses are in full compliance and our consolidated application is in substantial compliance with the applicable requirements under DSHMRA and its implementing regulations and provide us with priority rights in the application areas under DSHMRA, if such priority rights were to be terminated or successfully challenged by a third party, our business prospects and financial condition would be materially adversely affected.

UNCLOS Regime

On March 4, 2023, the United Nations finalized the text of the UN High Seas Treaty. The treaty does not replace or amend UNCLOS, or the authority of the ISA, and must be interpreted consistently with the provisions of the Convention, including the rights granted thereunder.

Despite the release by the ISA of the Draft Regulations on Exploitation of Mineral Resources (the "Draft Regulations"), finalization of such regulations remains subject to negotiation, approval and adoption by the ISA. Once adopted, these regulations will add to the legal and technical framework for exploitation of the polymetallic nodules in the NORI and TOML contract areas.

Section 1, paragraph 15 of the Annex to the 1994 Agreement Relating to the Implementation of Part XI of UNCLOS (the "1994 Agreement") allows a member state whose national intends to apply for approval of a plan of work for exploitation to notify the ISA Council of such intention. This notice obliges the ISA Council to complete the adoption of exploitation regulations within two years of the request made by the member state.

On June 25, 2021, Nauru submitted such a notice, with an effective date of July 9, 2021, to the ISA requesting that it complete the adoption of rules, regulations and procedures ("RRPs" or the "Mining Code") necessary to facilitate the approval of plans of work for exploitation in the Area. As a result of that notice, the ISA was required to adopt the relevant RRPs for exploitation by July 9, 2023. The ISA, however, did not adopt the RRPs for exploitation by the July 9, 2023 deadline. At its July 2023 session, the ISA released a road map for the finalization of the Mining Code, with a view to its adoption during the 30th Session of the ISA in 2025. The road map included three scheduled ISA Council meetings through July 2024 to elaborate on the Mining Code. The Mining Code was not completed at the July 2024 ISA Council meetings and during these meetings, the ISA agreed to continue the negotiations of the Mining Code with a continued view to its adoption during the 30th Session of the ISA in 2025 but once again failed to finalize and adopt the regulations. There is currently no timeline or target agreed to by the ISA Council for the adoption of the regulations. Although we believe the ISA will adopt the Mining Code, there can be no assurances that the Mining Code will be adopted in 2026, or at all, as a result of actions of ISA member States or otherwise. For example, at least 32 of the 171 ISA member States have expressed reservations about the timing of commercialization of seafloor mineral resources and have called for a ban, moratorium, or precautionary pause on the commercialization of these resources. In addition, although the Draft Regulations and several supporting standards and guidelines exist, there remains uncertainty regarding the final form that these will take, as well as the impact that such regulations, standards and guidelines will have on our ability to meet our objectives.

As the ISA Council did not complete the adoption and elaboration of the Mining Code by the prescribed deadline of July 9, 2023, pursuant to Section 1, Paragraph 15(c) of the Annex to the 1994 Agreement, if an application for a plan of work for exploitation is now submitted to the ISA, the ISA Council is nonetheless required to consider and provisionally approve such a plan of work based on: (i) the provisions of UNCLOS; (ii) any rules, regulations and procedures that the ISA Council may have adopted provisionally, (iii) the basis of the norms contained in UNCLOS and (iv) the terms and principles contained in the 1994 Agreement and the principle of non-discrimination among contractors.

Under UNCLOS, the collection of polymetallic nodules in NORI and TOML's contract areas will require approval of an ISA application for a plan of work for exploitation (which will authorize commercial collection activities). As part of the application for an ISA plan of work for exploitation, all contractors are required to complete baseline studies and an Environment and Social Impact Assessment (ESIA), culminating in an EIS, prior to collecting nodules at a commercial scale. The EIS would be accompanied by an Environmental Monitoring and Management Plan (EMMP) which is expected to specify the objectives and purpose of all monitoring requirements, the components to be monitored, frequency of monitoring, methods of monitoring, analysis required in each monitoring component, monitoring data management and reporting.

In order to move NORI and TOML's exploration projects into commercial production under the UNCLOS regime, our wholly owned subsidiaries, NORI and TOML will each need to receive an exploitation contract with the ISA, in addition to obtaining related permits that may be required by their commercial partners. There can be no assurance that the ISA will approve the application for a plan of work for exploitation and issue an exploitation contract to our subsidiaries in a timely manner or at all. Even if the ISA timely evaluates such application(s), our subsidiaries may be required to submit a supplementary EIS or perform additional studies or campaigns before obtaining approval. As such, there is a risk that an exploitation contract may not be granted by the ISA, or may not be granted on a timely basis, thereby delaying NORI and TOML's potential timeline for commercial exploitation, or may be granted on uneconomic terms.

Similarly, with respect to sponsoring State regulation, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that would limit or curtail production or development by our subsidiaries. Amendments to current laws and regulations governing the operations and activities of deep-sea mineral resources companies, or changes in interpretation thereto, or the unwillingness of countries throughout the world to enforce such laws and regulations, could have a material adverse impact on our business, and could cause increases in exploration expenses, capital expenditures, production costs, or put the security of our equipment at risk to activism or piracy. Such amendments could also cause reductions in our future production, or the delay or abandonment in the development of our polymetallic mineral resource properties. There can be no certainty that actions by governmental and regulatory authorities, including changes in regulation, taxation and other fiscal regimes, will not adversely impact our projects or our business. Further, our operations depend on the continuation of the sponsorship agreements between our subsidiaries NORI and TOML and each of their host Sponsoring States, Nauru and Tonga, respectively. Each subsidiary has been registered and incorporated within such host State and each host State has maintained effective control, supervision, regulation, and sponsorship over the conduct of such subsidiary. While we have beneficial ownership over these subsidiaries, each subsidiary operates under the regulation and sponsorship of Nauru and Tonga. If such arrangement is challenged, or sponsorship is terminated, we may have to restructure the ownership or operations of each subsidiary to ensure continued State sponsorship. Failure to maintain sponsorship, or secure new state sponsorship, will have a material impact on the subsidiary and on our overall business and operations.

While the rates of payments are yet to be set by the ISA, the 1994 Agreement prescribes a relevant framework that the rates of payments "shall be within the range of those prevailing in respect of land-based mining of the same or similar minerals in order to avoid giving deep seabed miners an artificial competitive advantage or imposing on them a competitive disadvantage." The ISA has held workshops with stakeholders to discuss and seek comments on the potential financial regime for the collecting of polymetallic nodules in the CCZ. There can be no assurance that the ISA will put in place a Mining Code in a timely manner or at all. Such regulations may also impose burdensome obligations or restrictions on NORI and TOML, and/or may contain terms that do not enable NORI and TOML to develop their projects.

NORI and TOML currently hold exclusive exploration rights granted by the ISA to two polymetallic nodule areas in the CCZ. The exploration contracts for each of these areas require NORI and TOML to conduct certain activities in accordance with approved plans of work. Our operations in the CCZ are being conducted under our ISA exploration contracts and will be conducted under these contracts until we receive an exploration license or commercial recovery permit under DSHMRA from NOAA. The NORI Exploration Contract terminates in July 2026 and the TOML Exploration Contract terminates in January 2027. We have submitted an application to the ISA to extend the NORI Exploration Contract and plan to submit an application to the ISA to extend the TOML Exploration Contract, in each case for an additional five years. The suspension or termination, including the non-renewal of the NORI Exploration Contract would, and of the TOML Exploration Contract could, have a material and adverse effect on our future business prospects and financial condition.

In 2024, the LTC of the ISA established a new process to identify contractors who may be at risk of non-compliance with obligations under their respective exploration contract. If the LTC deems TOML's response incomplete or does not effectively address the LTC's concerns, the LTC, in line with its established process, may report TOML to the ISA Council for further consideration and action. If TOML is deemed to have not remedied all issues raised by the LTC and the ISA then determines that TOML is not in compliance with its obligations under its exploration contract, the ISA could impose monetary sanctions on TOML, suspend some or all rights under the exploration contract, which could include halting exploration activities, or terminate TOML's exploration contract, any of which could have a material and adverse effect on our future business prospects and financial condition.

Our efforts to pursue deep-sea nodule exploration licenses and a commercial recovery permit under DSHMRA may subject us to conflicting regulatory regimes, uncertain legal interpretations, and operational risks that could adversely affect our business.

As described above, we have initiated a U.S.-based regulatory pathway with the U.S. Department of Commerce and NOAA under DSHMRA for the commercial recovery of polymetallic nodules in the CCZ, while NORI and TOML are maintaining their rights under their exploration contracts issued by the ISA under UNCLOS. We are now prioritizing this U.S. pathway, while preserving our subsidiaries' rights under their ISA exploration contracts. Although we believe this dual-path approach enhances optionality, it introduces additional risks and complexities, arising from the interaction of parallel international and national regulatory regimes. For example, a U.S.-issued permit would be a unilateral authorization by the United States not formally recognized by the ISA or by states that are parties to UNCLOS. We do not believe pursuing licenses and permits with NOAA under DSHMRA nullifies our subsidiaries' ISA exploration contracts or their sponsorship contracts with the Republic of Nauru and the Kingdom of Tonga, and NORI and TOML are in compliance with each of their ISA exploration contracts and each of their sponsorship contracts. There can be no assurances, however, that the ISA may not attempt to suspend or terminate NORI and TOML's existing exploration contracts or that it will renew our NORI exploration contract when it expires in July 2026 or our TOML's exploration contract when it expires in January 2027. Nor can there be assurances that NORI and TOML's sponsorship contracts will not be suspended or terminated. In addition, if we proceed under the DSHMRA regime and secure U.S. permits, NORI and TOML may need to relinquish or suspend overlapping rights held under their ISA exploration contracts, which could raise diplomatic concerns or be perceived as undermining the ISA's authority and allow the ISA to grant rights to these overlapping areas to other parties. While we believe our dual-path strategy is legally sound and the Trump administration, the U.S. Department of Commerce and NOAA have stated that U.S. companies can apply for exploration licenses and commercial recovery permits for deep-sea mining in ocean areas beyond national jurisdiction under DSHMRA, the announcement or implementation of this strategy may cause additional regulatory and political tensions, delay ISA decision-making, or impair NORI and TOML's ability to secure or maintain exploration contracts or an exploitation contract under the ISA framework and may result in our need to engage in costly and time-consuming litigation to enforce our and/or our subsidiaries' rights. In addition, a commercial recovery permit issued to us under DSHMRA, if any, may not be recognized by states that are parties to UNCLOS or by the ISA and may be regarded by UNCLOS parties and the ISA as a violation of international law, including UNCLOS, which could affect international perceptions of the project, and could have implications for logistics, processing, and market access in UNCLOS parties for seabed minerals extracted under a U.S. license or permit and for downstream products containing them, or for partnerships involving foreign entities, and could also result in actions, pursuant to UNCLOS, against us under the national laws of UNCLOS state parties, any or all of which could have a material adverse effect on our business, financial condition, liquidity, results of operations and prospects.

Our resource development activities are subject to changes in government regulation and political instability.

Under UNCLOS, parties carrying out exploration and collection operations in the CCZ must be sponsored by a State that is a member of the ISA. The Sponsoring States of our subsidiaries NORI and TOML are Nauru and Tonga, respectively. If Nauru and Tonga cease such sponsorship, our subsidiaries would need to seek sponsorship elsewhere, which could impact our operations as a group.

There is a risk that a State sponsoring activities in a project area ceases to be a sponsor, or is not permitted to be a sponsor, or that NORI and TOML cease to remain as sponsored contractors by such State; and if an agreement cannot be reached with a substitute sponsoring State, or if NORI or TOML are unable to transfer the sponsorship with Nauru and Tonga to another State, these subsidiaries will be required to cease activities in the CCZ under UNCLOS.

Additionally, there is little jurisprudence or interpretative guidance regarding the application of the sponsorship regulations that are applicable to NORI and TOML's business. For example, with respect to the question as to which state's regulations apply to the activities of any contractor (such as NORI or TOML), we have taken the view that incorporation, registration and the grant of nationality are critical factors, amongst others, notwithstanding the beneficial ownership of a subsidiary by its parent ("beneficial ownership"). While this position has not been challenged by NORI and TOML's Sponsoring States or the ISA, certain organizations and member states to the ISA that oppose the deep-sea polymetallic nodule exploration and collecting industry have advocated for the use of a beneficial ownership test for state sponsorship, and there are no guarantees that our interpretation will be universally accepted in the future.

The seabed mineral exploration activities of our subsidiaries and their future project development prospects could be affected in varying degrees by political instability, including administration changes, the recent outbreak of war in Iran, and changes in government regulation relating to foreign investment and the deep-sea polymetallic collecting business, including expropriation. Operations may also be affected in varying degrees by possible natural disasters in the region, terrorism, military conflict, crime, piracy, fluctuations in currency rates, and high inflation. In addition, from time to time, governments may nationalize private businesses, including companies such as those within our group. There can be no assurance that the governments of countries where we or our affiliates or third-party contractors operate or the governments with which our subsidiaries work in the CCZ will not nationalize companies such as ours and our assets in the future or impose burdensome obligations or restrictions. There can also be no assurance that NOAA or the ISA will not impose burdensome obligations or restrictions on our business or our projects (or those of our affiliates and third-party contractors), or that they will not implement policies or regulations that would prevent us from accomplishing our objectives.

Changes to any of the laws, rules, regulations or policies to which we are subject could have a significant impact on our business.

Changes to any of the laws, rules, regulations, taxation or other policies to which we are subject could have a significant impact on our business. There can be no assurance that we will be able to comply with any future laws, rules, regulations and policies. Failure to comply with applicable laws, rules, regulations, and policies may subject us to civil or regulatory proceedings, including fines or injunctions, which may have a material adverse effect on our business, financial condition, liquidity, and results of operations. In addition, compliance with any future laws, rules, regulations, and policies could negatively impact our profitability, and could have a material adverse effect on our business, financial condition, liquidity and results of operations.

Furthermore, we may seek to expand our production capabilities in the future, which would require additional regulatory approvals that may not be provided in a timely manner or at all. Furthermore, such additional approvals could require changes to environmental offset areas and related environmental protections which, if overly burdensome, could impact our operations.

Our exploration, development, collecting, processing and refining activities are subject to extensive and costly environmental requirements, and current and future laws, regulations, and permits may impose significant costs, liabilities, or obligations, or could limit or prevent our ability to continue our operations as currently contemplated or to undertake new operations.

All phases of exploring for, collecting and processing polymetallic nodules are subject to environmental regulation in multiple jurisdictions, including under international frameworks administered by the ISA and under national laws and regulations administered by governmental authorities, including NOAA pursuant to DSHMRA. No seafloor polymetallic nodule deposit has been developed commercially to date, and the environmental parameters, data sets, methodologies and mitigation measures that regulators may require in connection with the authorization of commercial-scale deep-sea mineral activities have not been fully established under either regime.

Under the ISA framework, the standards, guidelines and procedures applicable to exploitation activities continue to evolve, and a full environmental and social impact assessment for commercial deep-sea nodule collection has not yet been completed and approved. The required scope, content and assessment standards for an ESIA and associated EMMPs have not been finalized, and changes to those standards could require revisions to submissions made by our subsidiaries (NORI and TOML) in connection with any exploitation contract application. The timing, content and outcome of any ISA review process remains uncertain, and the adoption of additional environmental requirements, procedural safeguards or policy measures could materially affect NORI and TOML's anticipated development timelines or the economic viability of their projects.

In parallel, under the United States regulatory framework, commercial recovery activities would require licenses and permits issued by NOAA, including approvals relating to environmental impact assessment, mitigation, monitoring and compliance with applicable federal environmental statutes. While the United States has an established permitting regime under the DSHMRA, the application of that framework to commercial-scale polymetallic nodule recovery has not been tested in practice. Regulatory interpretations, environmental review expectations, interagency coordination requirements and potential judicial review under U.S. law introduce additional uncertainty, and there can be no assurance that permits or licenses will be granted on acceptable terms, within anticipated timeframes, or at all.

Nodule collection operations in the CCZ are expected to disturb wildlife in the operating area and may affect ecosystem function. The nature, extent and duration of these impacts are expected to vary by species and habitat and remain subject to significant scientific uncertainty. Our environmental campaigns to establish baseline conditions, pilot collection systems and monitor potential impacts have been completed, and data processing and analysis is ongoing. As with land-based mining, these studies may not definitively establish the full impacts of operations on biodiversity. Given the scale, depth and logistical challenges of the deep-sea environment, a complete biological inventory may never be established, and impacts on CCZ biodiversity and ecosystem services may never be fully or definitively known.

It is also not definitively known whether the risk of biodiversity loss in the CCZ can be eliminated or sufficiently mitigated through spatial protection measures, operational controls or other mitigation strategies, or how long disturbed seabed areas may take to recover naturally. While prior research suggests that certain fauna may recover over years to decades, significant uncertainty remains, particularly with respect to species that depend on polymetallic nodules as hard substrate for critical life functions. The effectiveness of mitigation measures such as partial nodule retention, no-collection zones and habitat connectivity corridors remains under active study and may vary materially by location and operating conditions.

Although we intend to design and operate our collection systems to mitigate and reduce potential harm to the seafloor, marine life and ecosystem function, we do not know whether the ISA or regulatory authorities under national permitting regimes will impose additional or more onerous restoration, rehabilitation, offset or long-term monitoring obligations. Any such requirements, to the extent they are costly, operationally restrictive or open-ended, could result in material changes to our and our subsidiaries' businesses, increased capital or operating expenditures, or delays or limitations on our ability to proceed with development as currently contemplated.

Environmental permitting processes under both international and national regimes are expected to involve multiple layers of technical review, public scrutiny and potential legal challenge. Under the ISA framework, reviews by the Secretariat, the Legal and Technical Commission and the Council introduce procedural and political risk, and proposed exploitation activities may be subject to opposition from member states or non-governmental organizations, including calls for moratoria or other restrictions on deep-sea mining activities. Under national permitting regimes, including in the United States, approvals may be subject to administrative appeals or judicial review, which could delay or prevent project development.

In addition, sponsoring state approvals, governmental licenses and permits may be required in connection with our activities, and failure to obtain or maintain such approvals could curtail or prohibit planned operations. Failure to comply with applicable environmental laws, regulations or permit conditions may result in enforcement actions, including suspension or cessation of operations, monetary penalties, remedial obligations or civil or criminal liability. Parties engaged in collection operations may also be required to compensate third parties for loss or damage arising from such activities. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations or prospects.

We may become subject to environmental liabilities as a result of noncompliance with existing or future regulations.

All of the exploration and development operations of our subsidiaries will be subject to environmental permitting and regulations, which can make operations expensive or prohibit them altogether. We may also be subject to potential risks and liabilities associated with pollution of the environment that could occur as a result of our subsidiaries' exploration, development, and production activities.

To the extent that a subsidiary becomes subject to environmental liabilities, the payment of such liabilities, or the costs incurred to remedy environmental pollution, would reduce funds otherwise available to us, which could have a material adverse effect on our business. If we or our subsidiaries are unable to fully remedy an environmental problem, they might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure could be material to our business.

All of our exploration, development, production and processing activities will be subject to regulation under certain environmental laws and regulations. Our subsidiaries may be required to obtain permits for their activities. They may be required to update and review permits from time to time, and may also be subject to environmental impact analyses and public review processes prior to the approval of any future activities. It is possible that future changes in applicable laws, regulations and permits, or changes in their enforcement or regulatory interpretation by local governments, sponsor states, and other regulatory bodies, could have a significant impact on our business.

II. Resource and Market Risks.

The grade and quality of the polymetallic nodule deposits that we intend to develop are estimates, and there are no guarantees that such deposits will be suitable for collecting or commercialization.

The grades and abundances of the seafloor polymetallic nodule deposits that we intend to develop and commercialize are estimates that may prove to be inaccurate. While limited samples have been collected and analyzed, there are no guarantees that our estimates of quality will hold true with respect to the polymetallic nodule deposits that we are able to collect from the seafloor. Actual nodule grades and abundances may vary from our estimates, which could have a material adverse impact on our projections for future revenues, cash flows, royalties, and development and operating expenditures.

In addition, the precise form of mineral occurrence, grade, abundance, and tonnage, which is projected based on the mapping and analysis of samples, is not yet known. There is a risk that the sampling and imaging that has been completed to date, and that which will need to be completed in the future, has not and/or will not allow us to accurately quantify the tonnage, abundance and grade of identified polymetallic nodule deposits. Moreover, the projections or classifications based on such sampling could result in inaccurate environmental, geological or metallurgical assumptions (including with respect to the size, grade, abundance, and/or recoverability of minerals) or incorrect assumptions concerning economic recoverability.

No seafloor polymetallic nodule deposit has ever been commercially collected, and our offshore collection technology and development plans and processes may not be sufficient to accomplish our objectives.

Seafloor polymetallic nodules have never been commercially mined, and there is a risk that our offshore collection and recovery methods and the equipment that we intend to utilize during this process, including transferring nodules to transport vessels and delivering of nodules to port, may not be adequate for the economic development of seafloor polymetallic nodule deposits. The equipment and technology that we intend to utilize has not been fully proven in such subsea conditions and for this specific material and application, and failure to adapt existing equipment or to develop suitable equipment or recovery, transportation and development techniques for the prevailing material and seafloor conditions would have a material adverse effect on the business of our subsidiaries, and the results of their operations and financial condition. As a result, even if we obtain the necessary licenses, permits or approvals to proceed under one or more regulatory pathways, including under the ISA or NOAA, there are no assurances that we will have successfully completed all development and pre-production work necessary to start commercial production. We have partnered with Allseas, a leading global offshore contractor, to undertake a pre-production pilot collection system test in which a collector vehicle, a riser and lift system and surface production vessel have been tested. Although the pilot collection system test was successful, pilot-scale testing does not replicate all conditions or risks associated with continuous commercial-scale operations, and there can be no assurance that the technology, systems or operating procedures tested to date will be adequate for sustained full-scale commercial production.

On March 16, 2022, NORI and Allseas entered into a non-binding term sheet for the development and operation of a commercial nodule collection system and, in August 2023 entered into an exclusive use agreement with respect to the vessel the *Hidden Gem*. We anticipate reaching agreements with Allseas in 2026 on definitive contract terms for both the development of collection system (including preparation of the *Hidden Gem* and the first nodule collection system), and for initial commercial nodule production and the extension of our exclusive use agreement with respect to the *Hidden Gem*. There can be no assurances, however, that we will enter into definitive agreements with Allseas in a particular time period, or at all, or on terms similar to those set forth in the non-binding term sheet and the exclusive use agreement, or that if such definitive agreements are entered into by us that the proposed commercial systems and additional production vessel(s) will be successfully developed or operated in a particular time period, or at all and hence, we may be delayed in obtaining offshore collection equipment in the event we do not reach agreement with Allseas and have to develop such equipment on our own or through new third-party contractual relationships.

We are reliant on third parties to conduct independent analyses with respect to our business, and any inaccuracies in such analyses could have a material adverse effect on our offshore collection and onshore processing and refining objectives.

We rely upon third-party consultants, engineers, analysts, scientists, and others to provide analyses, reviews, reports, advice, and opinions regarding our potential projects, such as the NORI-D PFS and the TOML and NORI IA. The NORI-D PFS and the TOML and NORI IA contain analyses and determinations by third party experts regarding the mineral resources in the subject areas and, in the case of the NORI-D PFS, mineral reserve estimates and other technical and economic information with respect to our contract areas. While these studies have been prepared by qualified persons, they are inherently based on assumptions and interpretations that may change over time or prove inaccurate. There is a risk that such analyses, reviews, reports, advice, opinions, and projects are incorrect or become outdated over time or as our plans change, in particular with respect to mineral resource and reserve estimation, process development, recommendations for products to be produced, capital and operating cost estimates, and forecasted revenue streams. Both the NORI-D PFS and TOML and NORI IA are subject to the risks and uncertainties that apply to early-stage technical studies, including that results may not be realized as currently presented. Uncertainties are also inherent in such estimations.

Mineral resource and mineral reserve estimates from the contract areas of NORI and TOML are only estimates.

Estimates of mineral resources and mineral reserves from the contract areas of NORI and TOML described in our SEC filings and reported in the NORI-D PFS and the TOML and NORI IA technical reports prepared by AMC depend on geological interpretation and statistical inferences or assumptions drawn from survey data and recovery and sampling analysis, which might prove to be materially inaccurate. While these reports have been provided by experts, there is a degree of uncertainty attributable to the estimation of mineral resources and mineral reserves. Except for the probable mineral reserves declared in the NORI-D PFS for the Initial Mining Area of NORI Area D as described in the NORI-D PFS, mineral reserves have not been defined for our other contract areas and will require completion of further studies. The NORI-D PFS is not a feasibility study and does not support a development decision, and the TOML and NORI IA is preliminary in nature, contains no mineral reserves, and is not sufficient to determine the economic viability of a mining project. Additionally, the NORI-D PFS does not include the conversion of all mineral resources included in NORI Area D to mineral reserves and does not include the conversion of any mineral resources to proven mineral reserves. You are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded to mineral reserves or that probable mineral reserves will ever be upgraded to proven mineral reserves. Until mineral deposits are actually mined and processed, mineral resources and mineral reserves must be considered as estimates only. Until mineral resources and mineral reserves are actually collected and processed on a commercial scale, the quantity of metal and nodule abundance must be considered as estimates only, and no assurance can be given that the indicated levels of metals will be produced. The estimation of mineral reserves and mineral resources is an iterative process and is, at times, partially dependent upon the judgment of the persons preparing the estimates. The process relies on the quantity and quality of available data and is based on knowledge, experience, statistical analysis of data and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. Estimated mineral reserves and mineral resources may have to be recalculated based on changes in metal prices, further exploration or development activity, actual production experience, or changes in operating or regulatory conditions. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates, or other important factors that influence mineral reserve and mineral resource estimates. The extent to which mineral resources may ultimately be reclassified as mineral reserves is dependent upon the demonstration of their profitable recovery. Any material changes in volume and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital. We cannot provide assurance that polymetallic nodules can be collected or processed profitably. The mineral resource and mineral reserve estimates in our SEC filings have been determined and valued based on assumed future metal prices, cut-off grades, production rates, and operating costs that may prove to be inaccurate.

Extended declines in the market price for nickel, manganese, copper, and cobalt may render portions of our mineralization uneconomic and result in reduced reported volume and grades, which in turn could have a material adverse effect on our financial performance, financial position, and results of operations. In addition, inferred mineral resources have a great amount of uncertainty as to their existence and their economic and legal feasibility. You should not assume that any part of an inferred mineral resource will be upgraded to a higher category or that any of the mineral resources will be reclassified as mineral reserves. A part of the measured and indicated mineral resource in the NORI Area D have been classified as 51 million tonnes of probable mineral reserves in the NORI-D PFS, with the balance of the resource remaining in the measured and indicated and inferred categories.

Our business is subject to significant risks, and we may never develop minerals in sufficient grade or quantities to justify commercial operations.

Mineral resource exploration, development, and operations are highly speculative and are characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral resources, and from finding mineral resources which, though present, are insufficient in quantity and quality to return a profit from production. Once mineralization is discovered, it may take a number of years from the initial exploration phases before production is possible, during which time the potential feasibility of the project may change adversely. Substantial expenditures are required to establish mineral resources and reserves, to determine processes to collect and transport the minerals and, if required, to construct processing facilities.

No deep-sea polymetallic properties in the CCZ that have been identified have as of today been developed into production. Exploration and exploitation risks exist in the discovery, location, definition and recovery of seafloor polymetallic nodule deposits. Given that no seafloor polymetallic nodule deposit has ever been commercially developed, such risks may have a material impact on our ability to accomplish our objectives. Operations may be affected by the availability of suitable vessels and equipment, prevailing sea conditions, changes in meteorological conditions and climate change, currents close to the seafloor and throughout the water column, recovery of materials sampled, lack of experience in delineating deposits, or unsuitability of equipment for recovering such material in prevailing conditions. Substantial expenditures are required to establish mineral resources, mineral reserves, to develop metallurgical processes, and to construct collection and transportation vessels, and we will be required to rely upon the expertise of consultants and others for exploration, development, construction and operational knowhow, and such consultants and third parties may not always be available to support our operations. If we are not able to obtain such expertise or identify alternative sources of expertise, our operations and financial results will be negatively impacted.

While we believe that seafloor polymetallic nodules in the contract areas of our subsidiaries account for some of the world's largest aggregated estimated deposits of the four critical metals contained in nodules, no assurance can be given that minerals will be discovered in sufficient grade or quantities to justify commercial operations. Whether an exploration property will be commercially viable depends on a number of factors, including: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; availability of and effectiveness of technology to recover, trans-ship, transport and process nodules; government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, and environmental protection; availability of required personnel, third-party partners and contractors, any required financing and commercial demand in the marketplace for such metals. The precise impact of these factors cannot accurately be predicted, but the combination of these factors may result in the inability of our subsidiaries to operate or generate an adequate return on invested capital.

While we and our subsidiaries will evaluate the political and economic factors in determining an exploration strategy, there can be no assurance that significant restrictions will not be placed on intended development areas. Such restrictions may have a material adverse effect on our business and results of operation.

Uncertainty in our estimates of polymetallic nodule deposits could result in lower-than-expected revenues and higher costs.

We base our estimates of polymetallic nodule deposits on engineering, economic, and geological data assembled and analyzed by outside firms, which are reviewed by third-party expert consultants including engineers and geologists. Such estimates, however, are necessarily imprecise and depend to some extent on professional interpretation, including statistical inferences drawn from available data, which may prove unreliable. There are numerous uncertainties inherent in estimating quantities and qualities of the polymetallic nodules that we intend to collect and the costs associated therewith, including many factors beyond our control. Estimates of economically recoverable minerals necessarily depend upon a number of variable factors and assumptions, all of which may vary considerably from actual results, such as:

- environmental, geological, geotechnical, collecting and processing conditions that may not be fully identified by available data or that may differ from experience;
- changes to the strategic approach to collecting and processing, which will depend in large part on market demand, corporate strategy and other prevailing economic and financial conditions;
- assumptions concerning future prices of products (including, most notably, critical metals and manganese ore) foreign exchange rates, production rates, process recovery rates, transportation costs, operating costs, capital costs and reclamation costs; and

- assumptions concerning future effects of regulation, including the issuance of required permits and taxes by governmental agencies and foreign government policies relating to our collecting of the mineral resources from our contract areas.

Uncertainty in estimates related to the availability of polymetallic nodules could result in lower-than-expected revenues and higher than expected costs or a shortened estimated life for our projects. Fluctuations in factors out of our control such as changes in future product pricing, foreign government policies and foreign exchange rates can have a significant impact on the estimates of mineral resources and reserves and can result in significant changes in the quantum of our resources and/or reserves period-to-period.

We operate in a competitive industry, and there are no assurances that our efforts will be successful.

The critical metals production industry is capital intensive and competitive. Production of battery materials and manganese alloys is largely dominated by Chinese competitors. These competitors may have greater financial resources, as well as other strategic advantages to operate, maintain, improve and possibly expand their facilities. Additionally, domestic Chinese resources firms have historically been able to produce minerals and/or process metals from land-based operations at relatively low costs due to domestic economic and regulatory factors, including less stringent environmental and governmental regulations and lower labor and benefit costs. In addition to two contracts held by our subsidiaries and partners, a number of other entities, including ISA Member States and private companies sponsored by ISA Member States, currently hold ISA exploration contracts for polymetallic nodules or are pursuing alternative national regulatory pathways for deep-sea mineral exploration and commercial recovery, including under DSHMRA. If and when they move into the exploitation or commercial recovery phase, each of these entities could become potential competitors with respect to the collection of polymetallic nodules and the production of nickel, manganese, copper and cobalt products. Some of these competitors may possess greater financial and/or technical resources. There is increasing competition from new and existing marine mineral players for the availability of marine exploration and support vessels, related marine equipment and specialized personnel, desirable exploration areas, suitable offshore collection and onshore processing equipment, and available capital. There is a risk that competitors may find more promising resources, identify or develop more economic technologies, enter into strategic partnerships that constrain our optionality, or may develop novel methods to collect nodules from the seafloor or process nodules into metals that are more economic than we currently contemplate, including through land-based, alternative marine, or hybrid production pathways.

The prevailing market prices of nickel, manganese, copper, cobalt, and other commodities will have a material impact on our ability to achieve commercial success.

The profitability of our nodule collection operations is significantly affected by changes in the market price of critical metals (nickel, copper and cobalt) and manganese ores and the cost of power, natural gas, coal, marine fuels, among other commodities and supply requirements. Prices of such metals are affected by numerous factors beyond our control, including: military conflict; prevailing interest rates and returns on other asset classes; expectations regarding inflation, monetary policy and currency values; speculation; governmental and exchange decisions regarding the disposal of metal stockpiles; political and economic conditions; available supplies of the four critical metals contained in nodules from mine production, inventories and recycled metal; sales by holders and producers of these critical metals; and demand for products containing nickel, manganese, copper and cobalt. The price of nickel, manganese, copper, cobalt and other minerals and natural gas has fluctuated widely in recent years. Depending on the prevailing price of nickel, manganese, copper, and cobalt, and the cost of power, natural gas, chemical reagents, marine fuels, cash flow from our metal production operations may not be sufficient to cover our operating costs or the costs to service any outstanding debt. In addition, our proposed full scale production plans would involve placing a large percentage of global manganese production in the market, and we may be constrained in our ability to sell such large volumes, or such production may negatively impact the market price of manganese, which would, in either case, negatively impact our overall economic position.

We are not currently party to any commodity hedging contracts, as we do not yet have any production. Debt financing may not be available on commercially reasonable terms, or at all.

We may be adversely affected by fluctuations in demand for nickel, manganese, copper, cobalt, and other commodities.

Because our revenue is expected to be from the collection and processing of minerals, changes in demand for, and taxes and other tariffs and fees imposed upon, such minerals and derived mineral products (most notably, nickel, manganese, copper, and cobalt) could significantly affect our profitability. A prolonged or significant economic contraction in the U.S., China or worldwide could put downward pressure on market prices of minerals. Protracted periods of low prices for minerals could significantly reduce revenues and the availability of required development funds in the future. This could cause substantial reductions to, or a suspension of, our exploration, development, collecting and production operations, and impair asset values.

Demand for our minerals may be impacted by changes in supply dynamics and sources, and changes in demand for downstream products, including batteries for EV and energy storage that consume high volumes of the metals we intend to produce, as well as demand for manganese alloys used in steel-making, the targeted market for most of our manganese production. Lack of growth or material increases in new sources of supply in this or in any other related markets may adversely affect the demand for our minerals and any related products, and if the market for these critical existing and emerging technologies does not grow as we expect, grows more slowly than we expect, or if the demand for our products in these markets decreases, then our business, prospects, financial condition and operating results could be harmed. Notably, our financial success will depend in part on the expansion of the global manganese market to consume the additional volume of manganese that we intend to produce and on our ability to displace existing supply.

In contrast, extended periods of high commodity prices may create economic dislocations that could be destabilizing to the supply and demand of minerals, and ultimately to the broader markets. Periods of high market prices for our minerals are generally beneficial to our financial performance. However, strong prices also create economic pressure to identify or create new sources of supply and alternate technologies requiring consumption of metals that ultimately could depress future long-term demand for nickel, cobalt, copper and related products, and at the same time may incentivize development of competing properties.

We may experience difficulty in creating market acceptance for a novel manganese product.

We will be producing a novel manganese silicate product which does not yet have recognition in the marketplace with customers. Metallurgical test work, market studies by CRU International Limited, value-in-use studies by SINTEF and initial engagement with customers indicate that this manganese silicate product will be a premium product with high value in use as an input into silicomanganese alloy production that we believe will receive strong market acceptance. However, mineral processing industries may be slow to change feed stocks and suppliers, even in the face of potential advantages.

Additionally, manganese silicate is not a conventional mineral product and may require additional approvals for export and import from our processing facilities to our future customers.

Our ability to generate revenue will be diminished if we are unable to compete with substitutions for the minerals that we intend to process or adapt to shifts in end-market demand.

Technology changes rapidly in the industries and end markets that utilize the four metals contained in polymetallic nodules found in the CCZ, nickel, manganese, cobalt and copper. Some of these changes have resulted, and may continue to result, in decreased use of nickel, manganese, cobalt and/or copper in these industries and end markets. For instance, our growth may be affected by the consumer adoption of EVs. The market for EV is relatively new, rapidly evolving, characterized by rapidly changing technologies, price competition, additional competitors, evolving government regulation and industry standards, frequent new vehicle announcements and changing consumer demands and behaviors. While it has been projected that demand for EVs will surge over time, if the market for EVs does not develop as we expect, or develops more slowly than we expect, our business and operating results may be impacted, as we refocus on other industrial uses of the metals we plan to produce. In addition, the adoption of lithium iron phosphate, or LFP, battery chemistries has grown substantially from 4% of the batteries used in passenger EVs in 2015 to an estimated 60% in 2025. The continuation of this trend in the use of LFP battery chemistries will decrease the overall demand for nickel- and cobalt-rich battery chemistries in EV use. Additionally, copper is increasingly being substituted with aluminum or other materials in electrical and infrastructure applications, potentially reducing the overall market demand for copper.

Although we are actively monitoring these technological changes and shifts in end-market demand and taking steps designed to diversify the potential applications and markets for our metals, as these industries shift to new or substitute technologies or products or if these industries and end markets otherwise use less of the metals that we intend to collect and process, and our diversification efforts are not successful, there could be a decline in demand for our metal products. If the demand for our metal products decreases, it will have a material adverse effect on our business and the results of our operations and financial condition.

III. Social License and Public Perceptions Risks.

Negative perceptions related to the offshore collection of polymetallic nodules could have a material adverse effect on our business.

There exist certain negative perceptions related to acquiring metals produced from deep-sea minerals. Under pressure from non-governmental organizations, some governments and companies in the EV supply chain have expressed reservations about using critical metals derived from deep-sea minerals (including polymetallic nodules), pending more research on the impacts of deep-sea mineral extraction operations on marine biodiversity and ecosystem function. If this position gains broad traction by governments and commercial customers alike in relation to critical metals sourced from polymetallic nodules, it could have a material impact on our business and operations.

We, our partners and our shareholders may be adversely impacted by pressure and lobbying from non-governmental organizations.

Like other businesses that operate in the resources industry, we along with our partners, and our shareholders are subject to pressure and lobbying from non-governmental organizations, particularly with respect to impacts on the deep-sea environment. There is a risk that the demands and actions of such non-governmental organizations may cause significant disruption to our business, which could have a material adverse effect on our operations and financial condition. It is possible that direct action from non-governmental environmental groups could physically impact ongoing operation during exploration, project development and commercial operations. As seen during the coordinated and disruptive activities by Greenpeace International during Campaign 8A in 2023, designed to prevent and obstruct the campaign, such activities can have significant impacts from a timing, financial and safety perspective. There can be no assurances that such activities by Greenpeace and other stakeholder will not materially impact our ongoing operations.

IV. Offshore and Onshore Technology Risks and Operational Risks.

Offshore collection and onshore processing and refining operations pose inherent risks and costs that may negatively impact our business.

Offshore collection and onshore processing and refining operations involve many hazards and uncertainties, including, among others:

- technical and operational challenges in the offshore collection operations and scaling up of such operations;
- challenges in and delays caused by transferring nodules to transport vessels and delivering nodules to port (including limited availability of and cost to secure the equipment to allow the activity);
- industrial accidents;
- unusual and unexpected maritime conditions;
- unexpected seafloor conditions;
- onshore metallurgical or other processing problems;
- unexpected environmental conditions, including contamination or leakage;
- periodic interruptions due to inclement or hazardous weather conditions or other acts of nature;

- fire;
- piracy and disruptive action by non-governmental actors opposed to deep-sea mineral extraction;
- organized labor disputes or work slowdowns;
- mechanical equipment failure and facility performance problems;
- the availability of financing, market demand, critical technology and equipment, and skilled labor; and
- the inability of suppliers to provide key process inputs like electricity, gas, coal and processing reagents on a timely basis at the prices that have been forecast.

These occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in processing, increased production costs, asset write downs, monetary losses and legal liability, any of which could have an adverse effect on our results of operations and financial condition and adversely affect our projected development and production estimates. In addition, our operations could be interrupted by or negatively influenced by non-governmental actors which could negatively impact our or our subsidiaries' ability to operate in the CCZ and international markets, obtain capital, collect, transport, process or sell metals, or otherwise conduct business.

The polymetallic nodules that we may recover may require specialized transfer and delivery equipment and processes, and there is no certainty that we will be able to develop or otherwise access such transfer and delivery equipment or processes that are suitable for our purposes.

The polymetallic nodules that we may collect may require specialized equipment and processes in connection with the transfer of such nodules to transport vessels and delivery of the nodules to port. To date, we have not transferred significant quantities of nodules to transport vessels nor delivered significant quantities of nodules to port. The anticipated cost to develop this equipment and processes is significant. There is a risk that the equipment and/or processes necessary to transfer commercial quantities of nodules to transport vessels and deliver them to port may be economically prohibitive.

Although we are currently negotiating with third-party shipping companies to transfer nodules to transport vessels and to deliver nodules to port, our future needs with respect to the required equipment and processes have yet to be fully determined, and as such, the capital costs, performance, reliability, and maintenance of such equipment and processes is currently uncertain and may be more expensive and take longer to develop than we currently estimate. In addition, the required equipment and processes may not be developed or become available at commercial scale in the time frame we require, which could have a material negative impact on our short-term operations and financial results.

Our business is contingent on our ability to successfully identify, collect, ship and process polymetallic nodules profitably, and in doing so, we will need to rely on certain existing and future strategic relationships, some of which we may be unable to maintain and/or develop.

In conducting our business, we will rely on continuing existing strategic relationships as well as new relationships in a variety of disciplines, including the offshore equipment and services industries, the onshore mineral processing industry, and others involved in the mineral exploration industry. We will also need to continue to develop new relationships with third-party contractors, as well as with certain regulatory and governmental departments.

For example, we have been working with Hatch, a global engineering, project management, and professional services firm, to support the development of onshore processing technology for the production of readily saleable copper and manganese products, as well as products such as high-grade nickel and cobalt sulfates for the electric vehicle battery markets. In connection therewith, Hatch has supported us with the development of a near-zero solid waste flowsheet. We are also party to certain agreements with Allseas, pursuant to which, among other things, Allseas has agreed to design, engineer and construct an integrated offshore collection system to collect nodules from NORI Areas, and to assist with shipping efforts thereafter. Allseas developed a test system and demonstrated this capability, but it is not certain that Allseas will convert or will be able to convert such system into a full-scale commercial operation or that we will reach contractual terms with Allseas for such commercial arrangements. If we are unable to enter into definitive agreements with Allseas for the use of its technology for the collection, transport and commercial production of polymetallic nodules, it will have a material adverse effect on our business. We are also working with PAMCO and Korea Zinc in connection with onshore processing capabilities. If we are unable to enter into definitive agreements with either of these parties or any other third party for similar services, our business may be adversely affected. We are also in discussions with third party shipping companies to develop a system and method to transfer nodules to transport vessels and deliver nodules to port.

There can be no assurance that we will be able to continue to maintain and develop our existing relationships, or that we will be able to form the new relationships that are required for our business to be successful. There can be no assurances that we will be able to find additional partners with the correct capabilities to support our development efforts or whether we will be able to engage these partners on acceptable terms or at all.

Some of the offshore equipment that we will need to accomplish our objectives has not been manufactured and/or tested.

Our subsidiaries will need to rely on high-value equipment for the offshore collection and transport of materials. Notwithstanding the successful collector test completed in 2022, much of the commercial-scale equipment, particularly as it pertains to subsea engineering and recovery systems, has yet to have completion of engineering, and has not been constructed and fully tested, and may not be suitable or may prove unreliable, and may not be delivered to us on a timely basis, thereby delaying our contemplated timetable. We have not yet identified a third-party shipping company with the necessary equipment to transfer nodules to transport vessels and deliver nodules to port. Moreover, our future needs with respect to commercial-scale subsea engineering and recovery systems have yet to be fully determined, and as such, the capital costs, performance, reliability, and maintenance associated with the necessary equipment is currently unknown. There can be no guarantees that the necessary commercial-scale subsea engineering and recovery systems can be developed, or if developed, that such systems will be deployable in an economically viable manner. Any equipment downtime or delayed mobilization of equipment may impact operations. Additionally, as we launch exploration, collection, and development initiatives, our subsidiaries may need to compete for the availability of suitable vessels and equipment, even though we have a close commercial relationship with our partners, there is a risk that certain vessels and equipment will be under long-term charter and will thus not be available to them when needed, if at all.

Our business is substantially dependent on our strategic relationship with Allseas. If we and Allseas are unable to successfully maintain and expand this relationship, our business may be materially harmed.

We have partnered with Allseas, a leading global offshore contractor and significant shareholder in our Company, to undertake the development of many of the offshore systems we expect to utilize in our potential commercialization efforts (including equipment required for the transfer of nodules to transport vessels and delivery to port). We are also in discussions with Allseas to enter into binding agreements with them for the future development and operation of a commercial nodule collection system. Allseas also provides us with exclusive access to the *Hidden Gem* to the earlier of the development of such collection system and December 31, 2026. In addition, Allseas, and related companies, have provided us financial support through equity investments, unsecured credit facilities and short-term and working capital loans. We cannot provide any assurance with respect to the success of our continued relationship with Allseas, that we will be able to enter into additional binding agreements with Allseas on commercially reasonable terms, or at all, that Allseas will continue to devote its resources to its relationship with us, continue to provide us financial support or otherwise perform its obligations under its current and future arrangements with us as expected, as a result of its limited experience in the collection and transportation of seafloor polymetallic nodules or otherwise, the result of any of which would have a material adverse effect on our business, financial condition, liquidity, and results of operations. As a result, we may need to engage and depend on other third parties for the services and funding Allseas currently provides to us and is expected to continue doing so. If these new relationships are not timely entered into or not entered into on commercially reasonable terms, or at all, or if any such relationship is not successful, this would likely have a material adverse effect on our business, financial condition, liquidity, and results of operations.

The polymetallic nodules that we may recover may require specialized onshore processing and refining, and there is no certainty that such processes will result in a recovery of metals that is consistent with our expectations, or that we will be able to develop or otherwise access processing plants that are suitable for our purposes.

The polymetallic nodules that our subsidiaries may collect, contain several base metals in varying concentrations, which will require processing and refining in metallurgical plants. To date, no nodules have been processed and refined into metal products commercially, and there is a risk that such processing and refining may not be economically viable and/or that there are presently unknown technical aspects that render the selected flowsheet unsuitable for processing to the products as described.

While the metallurgical recovery estimates have been derived from commercial operation benchmarking, benchscale and pilot scale testwork, the commercial metal recoveries to products could vary significantly from these estimates.

Should our offshore nodule collection plans become successful, we intend to partner with existing onshore processing partners to produce and develop new build onshore processing plants as we scale up production. Our future needs with respect to such processing plants have yet to be fully determined, and as such, the capital costs, performance, reliability, and maintenance of such plants are currently uncertain.

We have identified potential tolling facilities to process nodules into two products, manganese silicate and nickel-copper-cobalt alloy, or matte and developed a marketing strategy to place the latter products into existing smelting and refining facilities. There is no guarantee that these facilities will be available at the required times or that we would be able to secure them at commercially attractive rates. Additionally, even if we are able to secure appropriate processing facilities (through tolling arrangements), there is no guarantee that we will be able to provide them with the required nodule feedstocks at the required times.

We are working to secure existing processing facilities outside of the United States and looking for potential sites to construct new facilities in the United States. While we are currently working with PAMCO and Korea Zinc in connection with the onshore processing of our products, we may not enter into definitive agreements with either of these parties or other third parties capable of processing our products. In addition, while we believe that we have identified specific sites for the potential construction of nodule processing plants (based on factors such as proximity to deep-water ports, cost of access to renewable electric power and natural gas, and proximity to customers), there is a risk that we will be unable to secure one or more of these sites on suitable terms. We have also entered into a strategic partnership agreement with Mariana in connection with the potential development of domestic nodule processing and refining facilities in the United States, including as part of TMC USA's owner's team in relation to a potential facility in Brownsville, Texas. Mariana is an early-stage company, and there can be no assurance that it will be able to perform its expected role on a timely basis, at the anticipated cost levels, or at all. To the extent our domestic processing strategy depends in part on Mariana's software-first or AI-enabled approach to permitting, construction or operations, there can be no assurance that such approach will deliver the expected efficiencies, accelerated timelines or cost savings. If Mariana is unable to perform as expected, or if we are unable to successfully integrate Mariana's role into our broader domestic processing strategy, our project development timeline, costs and ability to advance potential U.S. processing and refining facilities could be materially adversely affected. In the event that we are unable to secure one or more of the sites we have identified, or if modification scope identification, development and associated construction delays of this scope implementation impact our ability to develop one or more of such sites, our ability to process polymetallic nodules would be detrimentally impacted. Additionally, there can be no guarantees that such plants can be developed, or if developed, that such plants will perform in an economically viable manner or provide the projected metal recovery rates at the estimated project capital and operating costs, which could impact projections for our future revenues, cash flows, royalties, and development and operating expenditures.

Accordingly, the timing in which we expand our operations may vary depending on geological, operational and financial developments, in addition to regulatory approvals from NOAA or the ISA, among other factors, and these may impact our revenue and financial performance.

Our exploration, development and polymetallic nodule collecting activities may be affected by natural hazards, which could have a material adverse effect on our business.

Deep-sea mineral exploration and collection activities are inherently difficult and dangerous and may be delayed or suspended by severe weather events, sea conditions or other natural hazards, including volcanos, storms, hurricanes, tsunamis and unpredictable weather patterns. In addition, even though sea conditions in a particular location may be somewhat predictable, the possibility exists that unexpected conditions may occur that adversely affect our operations. Nodule collection activities, including, without limitation, the transfer of nodules to transport vessels and delivery to port, may be subject to interruptions resulting from weather and related marine conditions that adversely affect our collection operations or the ports of delivery, and any such delays could have a material adverse effect on our business.

Fluctuations in transportation costs or disruptions in transportation, processes or services, or damage or loss during transport could decrease our profitability or impair our ability to supply polymetallic nodules, processed minerals or products to our customers, which could adversely affect our results of operations.

Once our subsidiaries have been able to successfully collect the polymetallic nodules, they will be required to transport them to onshore facilities for processing, including the transfer of nodules to transport vessels and delivery to port. Furthermore, once they have reached a point of commercialization, we will need to transport our products to our future customers, wherever they may be located. Finding affordable and dependable transportation is important because it allows us to supply customers around the world. Fuel costs, labor disputes, embargos, sanctions, government restrictions, work stoppages, pandemics, derailments, damage or loss events, adverse weather conditions, vessel groundings inhibiting access to key navigation routes, other environmental events, changes to rail or ocean freight systems, availability of appropriate equipment or processes for transfer of nodules to transport vessels or other events and activities beyond our control could interrupt or limit available transport services, which could result in customer dissatisfaction and loss of sales potential and could materially adversely affect our results of operations.

Actual capital costs, financing strategies, operating costs, production and economic returns may differ significantly from those we have anticipated and there can be no assurance that any future development activities will result in profitable metal production operations.

The actual operating costs of our subsidiaries to collect polymetallic nodules, transport, process and refine such nodules commercially will depend upon changes in the availability of financing or partners who undertake capital developments in partnership with us, and prices of labor, equipment and infrastructure, shipping costs, variances in ore recovery from those currently assumed, operational risks, changes in governmental regulation, including taxation, environmental, permitting and other regulations and other factors, many of which are beyond our control. Due to any of these or other factors, our capital and operating costs may be significantly higher than those set forth in the NORI-D PFS or the TOML and NORI IA or that we otherwise estimate from time to time. As a result of higher capital and operating costs, our financing ability may be impacted, and this may be further affected by lower commodity prices in the international markets that could impact production or economic returns which may differ significantly from those set forth in the NORI-D PFS or the TOML and NORI IA, or other technical studies or that we otherwise estimate from time to time and there can be no assurance that any of our development activities will result in profitable operations.

In addition, as we advance development activities beyond the pre-feasibility stage, including in connection with our U.S.-based project application areas referred to as TMC USA-A, TMC USA-A and TMC USA-B, any economic analysis resulting from this work as to the cash flows from or valuation of the potential extraction of nodules from NORI Area D, our U.S.-based project areas, or elsewhere may differ significantly from earlier or current estimates and any resulting analyses that are lower than earlier or current estimates or lower than those expected by investors or other stakeholders could have a material adverse effect on our share and warrant prices and results or operations.

We have limited operating history, and there can be no assurance that we will be able to commercially develop our resource areas or achieve profitability in the future.

We have a limited operating history, and we expect that our losses will continue until we achieve profitable commercial production. Our subsidiaries currently intend to pursue exploration, evaluation, collection and potential commercial recovery activities across multiple project areas in the CCZ. There can be no assurance that we will obtain necessary approvals from NOAA or the ISA or that we will be able to commercially develop these resource areas or project applications or that we will be able to generate profits in the future.

Our operating expenses and capital expenditures will increase in the future as consultants and new employees are engaged, equipment associated with advancing exploration, evaluation and development activities is leased or purchased, and project areas are advanced toward potential commercialization. There can be no assurance that we will generate any revenues or achieve profitability, or that the assumed level of expenses associated with our exploration, development, and commercialization processes will prove to be accurate.

Work stoppages or similar difficulties could significantly disrupt our operations, reduce our revenues and materially adversely affect our results of operations.

A work stoppage by any of the third parties providing services in connection with our operations or those of our strategic partners (such as for onshore or offshore operations) could significantly disrupt our activities, reduce our future revenues and materially adversely affect our results of operations.

A shortage of skilled technicians and engineers may further increase operating costs, which could materially adversely affect our results of operations.

Efficient collection, transport and processing using modern techniques and equipment requires skilled technicians and engineers. In addition, our optimization and eventual downstream efforts will significantly increase the number of skilled operators, maintenance technicians, engineers and other personnel required to successfully operate our business. If we are unable to hire, train and retain the necessary number of skilled technicians, engineers and other personnel there could be an adverse impact on our labor costs and our ability to reach anticipated production levels in a timely manner, which could have a material adverse effect on our results of operations.

We depend on key personnel for the success of our business. The loss of key personnel or the hiring of ineffective personnel could negatively impact our operations and profitability.

We depend on the services of our senior management team, our board of directors, our strategic partners and other key personnel. The loss of the services of any member of senior management, our board of directors or a key employee, or similar personnel within our strategic partners could have an adverse effect on our business. We and our partners may not be able to locate, attract or employ on acceptable terms qualified replacements for senior management, board of directors or other key employees if their services are no longer available.

Our growth will depend on our ability to execute on our plans and expand our operations and controls while maintaining effective cost controls.

Deep-sea exploration, nodule collection, and processing is an emerging industry, and our ability to implement our strategy requires effective planning and management control systems. Our plans may place a significant strain on our management and on our operational, financial and personnel resources. As such, our future growth and prospects will depend on our ability to manage this growth and to continue to expand and improve operational, financial and management information and quality control systems on a timely basis, while at the same time maintaining effective cost controls. Any failure to expand and improve operational, financial and management information and quality control systems in line with our growth could have a material adverse effect on our business, financial condition and results of operations. There are also risks associated with establishing and maintaining systems of internal controls.

We are dependent upon information technology systems, which are subject to cyber threats, disruption, damage and failure.

We depend upon information technology systems in the conduct of operations. Such information technology systems are subject to disruption, damage or failure from a variety of sources, including, without limitation, computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. Cybersecurity incidents, in particular, are evolving and include, but are not limited to, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information or the corruption of data. Various measures have been implemented to manage our risks related to information technology systems and network disruptions. However, given the unpredictability of the timing, nature and scope of information technology disruptions, we could potentially be subject to downtimes, operational delays, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of our systems and networks or financial losses from remedial actions, any of which could have a material adverse effect on our business, operating results and financial condition.

Our business is subject to a variety of risks, some of which may not be covered by our future or existing insurance policies.

In the course of the exploration, development, and production of our mineral resource properties, we may be subject to a variety of risks that could result in: (i) damage to, or destruction of, transportation vessels and processing facilities, (ii) personal injury or death, (iii) environmental damage, (iv) delays in collecting, transporting or processing, (v) monetary losses, (vi) natural disasters, (vii) environmental matters, and (viii) legal liability, among others. It is not always possible to fully insure against such risks, and we may determine not to insure against all such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in cost and a decline in the value of our securities. We cannot be certain that insurance for some or all of these risks will be available on acceptable terms or conditions, if at all, and in some cases, coverage may not be acceptable or may be considered too expensive relative to the perceived risk.

V. Intellectual Property Risks.

We may not be able to adequately protect our intellectual property rights. If we fail to adequately enforce or defend our intellectual property rights, our business may be harmed.

Much of the technology used in the markets in which we compete is or may become protected by patents and trade secrets, and our commercial success will depend in significant part on our ability to access, obtain and maintain patent and trade secret protection for future products and methods or those of any of our strategic partners such as Allseas or onshore processing partners. To compete in these markets, we rely or may need to rely on a combination of trade secret protection, nondisclosure and licensing agreements, patents and trademarks to establish and protect our proprietary intellectual property rights. Our intellectual property rights (or those of our partners) may be challenged or infringed upon by third parties, or we may be unable to maintain, renew or enter into new license agreements with third-party owners of intellectual property on reasonable terms. In addition, our intellectual property may be subject to infringement or other unauthorized use outside of the U.S. In such case, our ability to protect our intellectual property rights by legal recourse or otherwise may be limited, particularly in countries where laws or enforcement practices are undeveloped or do not recognize or protect intellectual property rights to the same extent as the U.S. Unauthorized use of our intellectual property rights (or those of our partners) or our inability (or the inability of our partners) to preserve our existing intellectual property rights (or those of our partners) could adversely impact our competitive position and results of operations. The loss of our patents could reduce the value of the related products. In addition, the cost to litigate infringements of our patents, or the cost to defend ourselves against patent infringement actions by others, could be substantial and, if incurred, could materially affect our business and financial condition.

Proprietary trade secrets and unpatented know-how may become important to our business. We will likely rely on trade secrets to protect certain aspects of our business systems and designs, especially where we do not believe that patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. Our employees, consultants, contractors, outside scientific collaborators and other advisors may unintentionally or willfully disclose our confidential information to competitors, and confidentiality agreements may not provide an adequate remedy in the event of unauthorized disclosure of confidential or proprietary information. Enforcing a claim that a third-party illegally obtained and is using our trade secrets is expensive and time consuming, and the outcome is unpredictable. Moreover, our competitors may independently develop equivalent knowledge, methods and know-how. Failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

We or our partners may not be able to obtain necessary patents and the legal protection afforded by any patents may not adequately protect our or our partners' rights or permit us to gain or keep any competitive advantage.

Our ability (or that of our partners) to obtain necessary patents is uncertain, and the legal protection to be afforded by any patents we (or they) may be issued in the future may not adequately protect our (or their) rights or permit us (or them) to gain or keep any competitive advantage necessary for our operations or our partnerships. In addition, the specific content required of patents and patent applications that are necessary to support and interpret patent claims is highly uncertain due to the complex nature of the relevant legal, scientific and factual issues. Changes in either patent laws or interpretations of patent laws in the U.S. or elsewhere may diminish the value of our intellectual property or narrow the scope of our patent protection. Even if patents are issued regarding our products and processes, our competitors may challenge the validity of those patents. Patents also will not protect our products and processes if competitors devise ways of making products without infringing our patents.

If we infringe, or are accused of infringing, on the intellectual property rights of third parties, it may increase our costs or prevent us from being able to commercialize new products.

There is a risk that we (or our partners) may infringe, or may be accused of infringing, the proprietary rights of third parties under patents and pending patent applications belonging to third parties that may exist in the U.S. and elsewhere in the world that relate to our products and processes (or those of our strategic partners). Because the patent application process can take several years to complete, there may be currently pending applications that may later result in issued patents that cover our products and processes. In addition, our products and processes may infringe existing patents.

Defending ourselves against third-party claims, including litigation in particular, would be costly and time consuming and would divert management's attention from our business, which could lead to delays in our exploration, development, collecting, processing, and commercialization efforts. If third parties are successful in their claims, we might have to pay substantial damages or take other actions that are adverse to our business. As a result of intellectual property infringement claims, or to avoid potential claims, we might:

- be prohibited from, or delayed in, selling or licensing some of our products or using some of our processes unless the patent holder licenses the patent to us, which it is not required to do;
- be required to pay substantial royalties or grant a cross license to our patents to another patent holder; or
- be required to redesign a product or process so it does not infringe a third-party's patent, which may not be possible or could require substantial funds and time.

In addition, we could be subject to claims that our employees, or we, have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of third parties.

If we are unable to resolve claims that may be brought against us by third parties related to their intellectual property rights on terms acceptable to us, we may be precluded from offering some of our products or using some of our processes.

In addition, we have not obtained definitive global trademark protection for the name "The Metals Company" and we may not be able to secure such protection over time. If we are unable to secure such protection, we may need to rebrand or otherwise modify our name, which could result in costs, delays and loss of market recognition.

VI. Public Company Risks and Risks Related to our Securities

Our business is capital intensive, and we will be required to raise additional funds in the future to accomplish our objectives. This additional financing may not be available on acceptable terms or at all. Failure to obtain this necessary capital when needed may force us to reduce or terminate our operations.

In light of the significant deficit in expected funding following the closing of the Business Combination in September 2021, we adopted what we call a "capital-light" strategy whereby we removed any allocation of funds to capital expenditures that were not deemed necessary to support the submission of our prioritized regulatory and technical workstreams, including advancing our U.S. applications under DSHMRA and preserving our ability to advance an ISA exploitation application, by negotiating the settlement of program expenditures with our equity whenever possible in order to preserve our cash, and by utilizing existing assets for offshore and onshore production. The continuing exploration and development of CCZ areas in which we hold rights and are pursuing development, including through our ISA exploration contracts and our U.S. regulatory pathway, however, will depend upon our ability to obtain dilutive and/or non-dilutive financing through stake sales in our assets, offtakes with prepayments, debt financing, equity financing, joint ventures, project-based or asset-based financing, government-based funding or other means. The actual amount of capital needed or that we raise for our projects, however, may vary materially from our current estimates. We currently expect that we will need to raise additional funds to finance our operations. There is no assurance that we will be successful in obtaining the required financing for these or other purposes, including for general working capital, or that any funds raised will be sufficient for the purposes contemplated, which could negatively impact our operating plans, financial results and ability to continue as a going concern. We will not initially have any producing properties and will have no source of significant operating cash flow until we are granted the necessary licenses, permits, approvals or contracts under one or more regulatory regimes and begin commercial production. There is no precedent for projects like ours, and therefore, financing may not be available on acceptable terms or at all. Failure to obtain additional financing on a timely basis could cause us to reduce or terminate our operations. Organizations such as the United Nations Environment Programme Finance Initiative, warn against investing in activities focused on exploitation of deep-sea nodules as a result of the potential environmental impact of the activities. The influence of these groups could negatively impact our operations and ability to raise capital on acceptable terms or at all.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those they possess prior to such issuances. Additionally, U.S. and global economic uncertainty, higher interest rates and diminished credit availability may limit our ability to incur indebtedness on favorable terms. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Furthermore, the impact of geopolitical tension, such as a deterioration in the bilateral relationship between the U.S. and China or an escalation in conflict between Russia and Ukraine, or the conflict in Israel and Gaza or the recent outbreak of war in Iran, including any resulting sanctions, export controls or other restrictive actions, could also lead to disruption, instability and volatility in the global markets, which may have an impact on our ability to obtain additional funding or our business.

We may issue additional common shares or other equity securities without shareholder approval, which would dilute your ownership interests and may depress the market price of our common shares and sales of a substantial amount of our common shares may cause the price of our Common Shares to fall.

As at December 31, 2025, we had 422,966,333 common shares, 10,237,693 Short-Term Incentive Plan ("STIP") options to purchase common shares, 8,949,632 Long-Term Incentive Plan ("LTIP") options in each case issued under the 2018 Stock Option Plan ("2018 Plan"), 11,190,000 options to purchase common shares issued under the 2021 Incentive Equity Plan and 55,850,282 warrants to acquire common shares issued and outstanding. Subject to the requirements of the Business Corporations Act (British Columbia) ("BCBCA"), our Articles authorize us to issue additional common shares and rights relating to our common shares for the consideration and on the terms and conditions established by our board of directors in its sole discretion, whether in connection with acquisitions or otherwise. In addition, 110,262,856 common shares are currently reserved for issuance under the 2021 Incentive Equity Plan, including 40,000,000 shares added to the plan pursuant to the shareholder's approval obtained at the special meeting of the Company's shareholders held on August 28, 2025 and 13,628,338 shares added to the plan in January 2025 pursuant to the plan's evergreen provision, of which 11,690,432 common shares are available for future issuance, and 14,395,117 common shares are reserved for issuance under our 2021 Employee Stock Purchase Plan (the "ESPP"), including 3,407,085 shares added to the plan in January 2025, pursuant to the plan's evergreen provision, of which 14,016,582 common shares are available for future purchase, in each case, subject to adjustment in certain events. In addition, up to 121,343,181 Common Shares, subject to adjustment in certain events, may be issued to the holders of special shares and holders of options exercisable for special shares upon conversion of special shares if certain common share price thresholds are met ("Special Shares"). Any common shares issued upon exercise of warrants, upon conversion of the Special Shares or under the 2018 Plan, 2021 Incentive Equity Plan, the ESPP or other equity incentive plans that we may adopt in the future, would dilute the percentage ownership held by you.

Our issuance of additional common shares or other equity securities of equal or senior rank would have the following effects:

- our existing shareholders' proportionate ownership interest in us will decrease;
- the amount of cash available per share, including for payment of dividends in the future, may decrease;
- the relative voting strength of each previously outstanding common share may be diminished; and
- the market price of our common shares may decline.

In addition, sales of substantial amounts of our common shares in the public market, or the perception that such sales will occur, could adversely affect the market price of our common shares.

If our outstanding warrants are exercised, the number of shares eligible for future resale in the public market will increase and result in dilution to our shareholders. You will likely experience further dilution if we issue common shares in future financing transactions.

We have Public Warrants to purchase 15,000,000 common shares and Private Warrants to purchase 9,500,000 common shares at an exercise price of $11.50 per share outstanding. In addition, there are Class A Warrants outstanding to purchase 4,317,500 common shares at an exercise price of $2.00 per share, Class B Warrants outstanding to purchase 15,000 common shares at an exercise price of $2.00 per share, Class C Warrants outstanding to purchase 10,003,333 common shares at an exercise price of $4.50 per share, warrants outstanding to purchase 6,868,181 common shares at an exercise price of $7.00 per share issued to Korea Zinc in connection with the Korea Zinc Securities Purchase Agreement, warrants outstanding to purchase 9,146,268 common shares at an exercise price of $4.72 per share issued to the Government of the Republic of Nauru in connection with the Nauru Sponsorship Agreement, and warrants outstanding to purchase 1,000,000 common shares at an exercise price of $5.87 per share issued to The Kingdom of Tonga in connection with the Tonga Sponsorship Agreement. In certain circumstances, the Public Warrants, Private Warrants, Class A Warrants, Class B Warrants and Class C Warrants may be exercised on a cashless basis and the proceeds from the exercise of such warrants will decrease. To the extent such warrants are exercised, additional shares of our common shares will be issued, which will result in dilution to the holders of our common shares and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could adversely affect the market price of our common shares, the impact of which is increased as the value of our stock price increases. Furthermore, if we raise additional funds by issuing additional common shares, or securities convertible into or exchangeable or exercisable for common stock, our shareholders will experience additional dilution, and new investors could have rights superior to existing stockholders.

There can be no assurance that the Public Warrants, Private Warrants, Class A Warrants, Class B Warrants, Class C Warrants, Korea Zinc Warrants, Nauru Warrants, and Tonga Warrants will be in the money, and they may expire worthless.

The exercise price for the outstanding Public Warrants and Private Warrants is $11.50 per common share. There can be no assurance that such warrants will be in the money prior to their expiration in September 2026, and as such, such warrants may expire worthless. Since the closing of the Business Combination through March 26, 2026, the price of our common shares has ranged from a high of $11.35 to a low of $0.55 and as of March 27, 2026, the closing price of our Common Shares was $4.27. Based on the current trading price of our common shares we do not expect to receive any proceeds from exercise of the Public Warrants and Private Warrants unless there is a significant increase in the price of our common shares before the expiration of these warrants.

There are currently outstanding an aggregate of 55,850,282 warrants to acquire our common shares with exercise prices ranging from $2.00 to $11.50 per share. All of our warrants are currently exercisable for one common share in accordance with their terms. Therefore, as of December 31, 2025, if we assume that each outstanding whole warrant is exercised for cash (opposed to on a cashless exercise basis) and one common share is issued as a result of such exercise, our fully-diluted share capital would increase by a total of 55,850,282 shares, with approximately $432.5 million paid to us to exercise the warrants. Furthermore, even if the warrants are in the money following the time they become exercisable, the holders of the warrants are not obligated to exercise their warrants, and we cannot predict whether holders of the warrants will choose to exercise all or any of their warrants.

We are involved in litigation that may adversely affect us.

Due to the nature of our business, we may be subject to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of our business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed on appeal. We can provide no assurances that these matters will not have a material adverse effect on our business. Following periods of volatility in the market, securities class-action litigation has often been instituted against companies. On October 28, 2021, a shareholder filed a putative class action against us and certain executives in federal district court for the Eastern District of New York, captioned Caper v. TMC The Metals Company Inc. F/K/A Sustainable Opportunities Acquisition Corp., Gerard Barron and Scott Leonard. The complaint alleges that all defendants violated Section 10(b) of the Exchange Act, and Rule 10b-5 promulgated thereunder, and Messrs. Barron and Leonard violated Section 20(a) of the Exchange Act, by making false and/or misleading statements and/or failing to disclose information about our operations and prospects during the period from March 4, 2021 to October 5, 2021. On November 15, 2021, a second complaint containing substantially the same allegations was filed, captioned Tran v. TMC the Metals Company, Inc. These cases have been consolidated. On March 6, 2022, a lead plaintiff was selected. An amended complaint was filed on May 12, 2022, reflecting substantially similar allegations, with the Plaintiff seeking to recover compensable damages caused by the alleged wrongdoings. We deny any allegations of wrongdoing and filed and served the plaintiff a motion to dismiss on July 12, 2022 and intend to defend against this lawsuit. On July 12, 2023, an oral hearing on the motion to dismiss was held. The parties are currently awaiting a ruling. On January 23, 2023, investors in the 2021 private placement from the Business Combination filed a lawsuit against us in the Commercial Division of New York Supreme Court, New York County, captioned Atalaya Special Purpose Investment Fund II LP et al. v. Sustainable Opportunities Acquisition Corp. n/k/a TMC The Metals Company Inc., Index No. 650449/2023 (N.Y. Sup. Ct.). We filed a motion to dismiss on March 31, 2023, after which the plaintiffs filed an amended complaint on June 5, 2023. The amended complaint alleges that we breached the representations and warranties in the plaintiffs' private placement Subscription Agreements and breached the covenant of good faith and fair dealing. The Plaintiffs are seeking to recover compensable damages caused by the alleged wrongdoings. We deny any allegations of wrongdoing and filed a motion to dismiss the amended complaint on July 28, 2023. On December 7, 2023, the Court granted our motion to dismiss the claim for breach of the covenant of good faith and fair dealing and denied our motion to dismiss the breach of the Subscription Agreement claim. We filed a notice of appeal regarding the Court's denial of our motion to dismiss the breach of the Subscription Agreement claim and the appeal was heard by the Court on November 8, 2024. In December 2024, the NY Appellate Division issued a ruling upholding the lower court's ruling, moving the case into the discovery phase, which is currently ongoing. At this time no further court proceedings or trial date have been set. There is no assurance that we will be successful in our defense of this lawsuit or that insurance will be available or adequate to fund any settlement or judgment or the litigation costs of this action. Such losses or range of possible losses cannot be reliably estimated.

On January 16, 2026, American Metal Inc. and American Metal Resources LLC filed a civil claim against TMC The Metals Company Inc. and The Metals Company USA LLC in the Supreme Court of British Columbia, Vancouver Registry, captioned American Metal Inc. and American Metal Resources LLC v. TMC The Metals Company Inc. and The Metals Company USA LLC, No. S260335. The complaint alleges, among other things, breach of contract, breach of confidence and related claims arising from discussions between the parties regarding potential collaboration and the submission of applications for deep seabed mineral exploration licenses to the United States National Oceanic and Atmospheric Administration. On March 3, 2026, we filed a response denying the material allegations and asserting a counterclaim against Robert Heydon and the plaintiffs alleging, among other things, breach of contract, breach of confidence and breach of fiduciary duty in connection with the alleged misuse of the Company's confidential information. The litigation is in its early stages and no trial date has been set. We intend to vigorously defend against the claims and pursue our counterclaim. At this time, we are unable to estimate the potential loss, if any, associated with this matter.

We may incur debt in the future, and our ability to satisfy our obligations thereunder remains subject to a variety of factors, many of which are not within our control.

We may seek to incur debt in the future to fund our exploration, development and operational programs, including under our credit facility with ERAS Capital LLC and Gerard Barron, which could reduce our financial flexibility and could have a material adverse effect on our business, financial condition or results of operation.

Should we incur debt, our ability to satisfy any resulting debt obligations and to reduce our level of indebtedness will depend on future performance. General economic conditions, mineral prices, and financial, business and other factors will have an impact on our operations and future performance, and many of these factors are beyond our control. As such, we cannot assure investors that we will be able to generate sufficient cash flow to pay the interest on any debt, or that future working capital, borrowings, or equity financing will be available to pay or refinance such debt or meet future debt covenants. Factors that will affect our ability to raise cash through an offering of securities or a refinancing of any debt include financial market conditions, the value of our assets, and our performance at the time we are seeking to raise capital. We cannot assure investors that we will have sufficient funds to make such payments. If we do not have sufficient funds and are otherwise unable to negotiate renewals of our current borrowings or to arrange for new financing, we might be required to take measures to generate liquidity, such as selling some or all of our assets. Any such sales could have a material adverse effect on our business, operations and financial results. Moreover, failure to obtain additional financing, if required, on a timely basis, could cause us to reduce or delay our proposed operations.

We may need to raise additional capital in order to complete our programs and commence commercial operations and there is no assurance that we will be able to obtain adequate financing in the future or that such financing will be available to us on advantageous terms.

An active trading market for our common shares and warrants may not be sustained, which would adversely affect the liquidity and price of our securities.

An active trading market for our securities may not be sustained. In addition, the price of our securities could fluctuate significantly for various reasons, many of which are outside our control, such as our stock performance, large purchases or sales of our common shares, legislative changes and general economic, political or regulatory conditions. The release of our financial results may also cause our share price to vary. The continued existence of an active trading market for our securities will depend to a significant extent on our ability to continue to meet Nasdaq's listing requirements, which we may be unable to accomplish.

There can be no assurance that we will be able to comply with the continued listing standards of Nasdaq.

Our common shares and Public Warrants are traded on Nasdaq under the symbols "TMC" and "TMCWW," respectively. If in the future Nasdaq delists our common shares from trading on its exchange for failure to meet the listing standards, we and our securityholders could face significant material adverse consequences including:

- a limited availability of market quotations for our securities;
- reduced liquidity for our securities;

- a determination that our common shares are "penny stock" which will require brokers trading in our common shares to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities;

- a limited amount of news and analyst coverage; and

- a decreased ability to issue additional securities or obtain additional financing in the future.

The closing bid price of our common shares has been below the Nasdaq's minimum $1.00 per share for extended periods of time in 2022, 2023 and 2024. As a result, we received written notices from the Nasdaq in 2022, 2023 and 2024 notifying us that the closing bid price of the common shares over 30 consecutive trading days had fallen below the minimum $1.00 per share. Although we regained compliance with the Nasdaq's minimum closing bid price on each occurrence, we may not be able to continue to meet this Nasdaq listing requirement. If the closing bid price of our common shares falls below $1.00 per share for another consecutive 30 trading days, we expect to receive another notification from the Nasdaq to that effect. If this were to happen, in accordance with Nasdaq Listing Rule 5810(c)(3)(A), we expect to have 180 calendar days from the notice date to regain compliance. To regain compliance, the closing bid price of our common shares must be at least $1.00 per share for a minimum of 10 consecutive trading days. If we do not regain compliance in this 180-day period and we are not otherwise able to transfer our listing to another Nasdaq market and regain compliance with the $1.00 minimum closing bid price, the Nasdaq could delist our common shares and Public Warrants.

In the event that our common shares and Public Warrants are delisted from Nasdaq and are not eligible for quotation or listing on another market or exchange, trading of our common shares and warrants could be conducted only in the over-the-counter market or on an electronic bulletin board established for unlisted securities such as the Pink Sheets or the OTC Bulletin Board. In such event, it could become more difficult to dispose of, or obtain accurate price quotations for, our common shares and Public Warrants, and there would likely also be a reduction in our coverage by securities analysts and the news media, which could cause the price of our common shares and Public Warrants to decline further.

If we are unable to implement and maintain effective internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and we may face litigation.

As a public company, we are required to implement and maintain internal controls over financial reporting and to report any material weaknesses in such internal controls. There is no guarantee we will maintain effective internal controls in the future.

If during the evaluation and testing process, we identify one or more material weaknesses in the design or effectiveness of our internal control over financial reporting or determine that existing material weaknesses have not been remediated, our management will be unable to assert that our internal control over financial reporting is effective. Even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm may conclude that there are material weaknesses with respect to our internal controls or the level at which our internal controls are documented, designed, implemented, or reviewed. If we are unable to assert that our internal control over financial reporting is effective, or when required in the future, if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the valuation of our common shares could be adversely affected. In addition, any misstatement in our financial information caused by a material weakness could lead to shareholder litigation that could case a material adverse effect on our business or financial condition.

For example, as previously disclosed, management identified a material weakness in the operating effectiveness of our internal control over the accounting for significant, non-routine transactions that resulted from the inadequate and untimely involvement of stakeholders and technical advisors with an appropriate level of expertise to account for significant, non-routine transactions. Although we believe we have remediated this material weakness and we will continue to review the effectiveness of our newly implemented controls and make improvements as warranted, there is no assurance, however, that these control modifications will ultimately have the intended effects. In addition, a shareholder filed a putative class action lawsuit against us and certain of our executives following our announcement of this material weakness and the associated restatements to our previously issued financial statements. This lawsuit has since been dismissed. We can provide no assurance that additional litigation or disputes will not arise in the future as a result of this or other material weaknesses or restatements. Any such litigation or dispute, whether successful or not, could have a material adverse effect on our business, results of operations and financial condition.

The market price of our securities may be volatile, which could cause the value of your investment to decline.

The market price of our securities may be highly volatile and could be subject to wide fluctuations. In addition, the trading volume in our common shares and Public Warrants may fluctuate and cause significant price variations to occur. Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market and political conditions (including as a result of regional conflicts, geopolitical events and natural disasters), could reduce the market price of our securities in spite of our operating performance. If we are unable to operate as profitably as investors expect, the market price of our common shares will likely decline when it becomes apparent that the market expectations may not be realized. In addition, our results of operations could be below the expectations of public market analysts and investors due to a number of potential factors, including variations in our quarterly or annual results of operations, operating results of other companies in the same industry, additions or departures of key management personnel, changes in our earnings estimates (if provided) or failure to meet analysts' earnings estimates, publication of research reports about our industry, litigation and government investigations, changes or proposed changes in laws or regulations or differing interpretations or enforcement thereof affecting our business, adverse market reaction to any indebtedness we may incur or securities it may issue in the future, changes in market valuations of similar companies or speculation in the press or the investment community with respect to us or our industry, negative media coverage, adverse announcements by us or others and developments affecting us, announcements by our competitors of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments, actions by institutional shareholders, the possible effects of war, terrorism and other hostilities, adverse weather conditions, changes in general conditions in the economy or the financial markets or other developments affecting the industry in which we operate, and increases in market interest rates that may lead investors in our common shares to demand a higher yield, and in response the market price of our common shares could decrease significantly.

These broad market and industry factors may decrease the market price of our Common Shares, regardless of our actual operating performance. The stock market in general has, from time to time, experienced extreme price and volume fluctuations. In addition, in the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. Such litigation, if instituted against us, could result in substantial costs, a material negative impact on our liquidity and a diversion of our management's attention and resources.

We may redeem unexpired warrants prior to their exercise at a time that is disadvantageous, thereby making the warrants worthless.

We have the ability to redeem outstanding Public Warrants and Private Warrants prior to their expiration, at a price of $0.01 per warrant, provided that the closing price of our common shares equals or exceeds $18.00 per share (as adjusted for share subdivisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to proper notice of such redemption and provided that certain other conditions are met. Our Class A Warrants have a similar call provision if the price of our common shares is over $6.50 per share (subject to adjustments) for 30 consecutive trading days at a price per warrant share of $0.0001. Our Class B Warrants have a similar call provision if the price of our common shares is over $5.00 per share (subject to adjustments) for 30 consecutive trading days at a price per warrant share of $0.0001. Our Class C Warrants have a similar call provision if the price of our common shares is over $7.00 per share (subject to adjustments) for 20 consecutive trading days at a price per warrant share of $0.0001. The Korea Zinc Warrants have a similar call provision if the price of our common shares is over $10.00 per share (subject to adjustments) for 20 consecutive trading days at a price per warrant share of $0.0001. If and when the warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. Redemption of the outstanding warrants could force you to (i) exercise your warrants and pay the exercise price therefor at a time when it may be disadvantageous for you to do so, (ii) sell your warrants at the then-current market price when you might otherwise wish to hold your warrants or (iii) accept the nominal redemption price which, at the time the outstanding warrants are called for redemption, is likely to be substantially less than the market value of your warrants. None of the private placement warrants will be redeemable by us on such terms so long as they are held by permitted transferees.

Reports published by analysts, including projections in those reports that differ from our actual results, could adversely affect the price and trading volume of our common shares.

Securities research analysts may establish and publish their own periodic projections for us. These projections may vary widely and may not accurately predict the results we actually achieve. Our common share price may decline if our actual results do not match the projections of these securities research analysts. Similarly, if one or more of the analysts who write reports on us downgrades our shares or publishes inaccurate or unfavorable research about our business, our share price could decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, our share price or trading volume could decline. While we expect research analyst coverage, if no analysts commence coverage of us, the market price and volume for our common shares could be adversely affected.

As we are not a reporting issuer in Canada, our common shares and Special Shares may be subject to restrictions on resale in Canada.

Our common shares and Special Shares were distributed pursuant to an exemption from the prospectus requirements in Canada. As we are not a reporting issuer in Canada and we do not intend to become a reporting issuer in Canada in the future, any distributions or trades of our securities will be a distribution that is subject to the prospectus requirements in Canada unless an exemption therefrom is available. An exemption from the prospectus requirements would be available to holders of shares of a class (and any underlying shares of such class) in respect of a trade if residents of Canada (the "Canadian Owners") own, directly or indirectly, not more than 10% of the outstanding shares of such class or any underlying shares of such class, and represent in number not more than 10% of the total number of owners, directly or indirectly, of shares of the applicable class or underlying shares, on any distribution date (collectively, the "Ownership Cap") and the trade is made through an exchange or market outside of Canada or to a person or company outside of Canada. On September 7, 2021, we received exemptive relief from the prospectus requirements in Canada such that the common shares and Special Shares issued to Canadian Owners in connection with the Business Combination are not subject to resale restrictions in Canada, subject to the terms and conditions set forth in the exemptive relief order. There can be no assurance that any future securities offered to Canadian Owners will be freely transferable by the Canadian Owners.

We are exposed to risks vis-à-vis our multi-national operations, which could adversely affect our business.

We are exposed to foreign currency risk in connection with the business we conduct in foreign currencies to the extent that the exchange rates of the foreign currencies are subject to adverse change over time. It has not been our practice to enter into foreign exchange contracts to protect against adverse foreign currency fluctuations, and we cannot predict whether exchange rate fluctuations will significantly harm our operations or financial results in the future. In addition to adverse fluctuations in foreign currency exchange rates, we are exposed to further risks inherent in doing business abroad, including limitations on asset transfers, changes in foreign regulations and political turmoil, including the recent outbreak of war in Iran, all of which could adversely affect us.

We may be classified as a PFIC in any taxable year which could result in adverse U.S. federal income tax consequences to U.S. holders.

If we are classified as a PFIC, such status may have adverse U.S. federal income tax consequences to U.S. Holders (as defined in the section titled "Material U.S. Federal Income Tax Considerations"). The rules governing PFICs can have adverse effects for U.S. federal income tax purposes. The tests for determining PFIC status for a taxable year depend upon the relative values of certain categories of assets and the relative amounts of certain kinds of income. The determination of whether we are a PFIC depends on the particular facts and circumstances (such as the valuation of our assets, including goodwill and other intangible assets) and may also be affected by the application of the PFIC rules, which are subject to differing interpretations. Based on our initial assessment, we do not believe that we were classified as a PFIC for U.S. federal income tax purposes for the taxable year ended December 31, 2025. However, the application of the PFIC rules is subject to uncertainty in several respects, and we cannot assure you the U.S. Internal Revenue Service will not take a contrary position. Furthermore, where we are classified as a PFIC this is a factual determination that must be made annually after the close of each taxable year. Accordingly, there can be no assurance with respect to our PFIC status for the current year or any future taxable year. If we are a PFIC for any taxable year during which a U.S. holder holds our common shares or Public Warrants, certain adverse U.S. federal income tax consequences could apply to such U.S. holder and such holders may be subject to additional reporting requirements. See "*Material U.S. Federal Income Tax Considerations — Passive Foreign Investment Company Rules*" included in Exhibit 4.1 to this Annual Report for a more detailed discussion with respect to our PFIC status and the application of the PFIC rules. U.S. Holders of our common shares and Public Warrants are urged to consult their tax advisors regarding the application of the PFIC rules to them.

Canadian law and our Notice and Articles contain certain provisions, including anti-takeover provisions that limit the ability of shareholders to take certain actions and could delay or discourage takeover attempts that shareholders may consider favorable.

Provisions in our Notice of Articles and Articles, as well as certain provisions under the BCBCA and applicable Canadian laws, may discourage, delay or prevent a merger, acquisition or other change in control of TMC that shareholders may consider favorable, including transactions in which they might otherwise receive a premium for their common shares.

For instance, our Notice of Articles and Articles contain provisions that establish certain advance notice procedures for nomination of candidates for election as directors at shareholders' meetings.

Limitations on the ability to acquire and hold common shares may also be imposed by the *Competition Act* (Canada). This legislation permits the Commissioner of Competition to review any acquisition or establishment, directly or indirectly, including through the acquisition of shares, of control over or of a significant interest in TMC. Moreover, a non-Canadian must file an application for review with the Minister responsible for the *Investment Canada Act* and obtain approval of the Minister prior to acquiring control of a "Canadian business" within the meaning of the *Investment Canada Act*, where prescribed financial thresholds are exceeded.

Further changes to critical minerals policies and regulations in Canada and the U.S. and elsewhere may impact our ability to conduct our businesses internationally, including processing and sales of minerals and metals, and the ability to negotiate or agree any merger, acquisition or change of control.

Our Notice of Articles and Articles provide that any derivative actions, actions relating to breach of fiduciary duties and other matters relating to our internal affairs will be required to be litigated in the Province of British Columbia, Canada, and will contain an exclusive federal forum provision for certain claims under the Securities Act, which could limit your ability to obtain a favorable judicial forum for disputes with us.

Our Notice of Articles and Articles include a forum selection provision that provides that, unless we consent in writing to the selection of an alternative forum, the Supreme Court of British Columbia, Canada and the appellate courts therefrom, will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or other employees to us; (iii) any action or proceeding asserting a claim arising pursuant to any provision of the BCBCA or TMC Notice of Articles and Articles (as either may be amended from time to time); or (iv) any action or proceeding asserting a claim otherwise related to the relationships among us, our affiliates and their respective shareholders, directors and/or officers, but excluding claims related to our business or of such affiliates. The forum selection provision also provides that our securityholders are deemed to have consented to personal jurisdiction in the Province of British Columbia and to service of process on their counsel in any foreign action initiated in violation of the foregoing provisions. The forum selection provision may impose additional litigation costs on securityholders in pursuing any such claims. This provision will not apply to suits brought to enforce any duty or liability created by the Securities Act or the Exchange Act, or the rules and regulations thereunder.

Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all claim brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder and our Notice and Articles will provide that the federal district courts of the U.S. will, to the fullest extent permitted by law, be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act (the "Federal Forum Provision"). Application of the Federal Forum Provision means that suits brought by our securityholders to enforce any duty or liability created by the Securities Act must be brought in federal court and cannot be brought in any state court.

Section 27 of the Exchange Act creates exclusive federal jurisdiction over all claims brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Accordingly, actions by our shareholders to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder must be brought in federal court. Our shareholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder.

Any person or entity purchasing or otherwise acquiring or holding any interest in any of our securities shall be deemed to have notice of and consented to the aforementioned forum selection provisions, including the Federal Forum Provision. Additionally, our securityholders cannot waive compliance with the federal securities laws and the rules and regulations thereunder. These provisions may limit our securityholders' ability to bring a claim in a judicial forum they find favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. Alternatively, if a court were to find the choice of forum provision contained in our Notice and Articles to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results and financial condition.

Our Notice and Articles permit us to issue an unlimited number of common shares and preferred shares without seeking approval of the holders of our common shares.

Our Notice of Articles and Articles permit us to issue an unlimited number of common shares. Subject to the requirements of the BCBCA and applicable securities exchange, we will not be required to obtain the approval of shareholders for the issuance of additional common shares. Any further issuances of common shares will result in immediate dilution to existing shareholders and may have an adverse effect on the value of their shareholdings.

Our Notice of Articles and Articles also permit us to issue an unlimited number of preferred shares, issuable in series and, subject to the requirements of the BCBCA, having such designations, rights, privileges, restrictions and conditions, including dividend and voting rights, as our board of directors may determine, and which may be superior to those of the common shares. The issuance of preferred shares could, among other things, have the effect of delaying, deferring or preventing a change in control and might adversely affect the market price of the common shares. Subject to the provisions of the BCBCA and the Nasdaq, we will not be required to obtain the approval of the holders of common shares for the issuance of preferred shares or to determine the maximum number of shares of each series of preferred shares, create an identifying name for each series and attach such special rights or restrictions as our board of directors may determine.

As a company incorporated in British Columbia with some of our directors and officers residing outside of the U.S., it may be difficult for investors in the U.S. to enforce civil liabilities against us based solely upon the federal securities laws of the U.S.

We are incorporated under the laws of British Columbia with our registered office located in British Columbia, Canada. Many of our directors and officers reside outside of the U.S. and all or a substantial portion of our assets and those of such persons are located outside the U.S. Consequently, it may be difficult for U.S. investors to effect service of process within the U.S. upon us or our directors or officers who are not residents of the U.S., or to realize in the U.S. upon judgments of courts of the U.S. predicated upon civil liabilities under the Securities Act. Investors should not assume that Canadian courts: (i) would enforce judgments of U.S. courts obtained in actions against us or such persons predicated upon the civil liability provisions of the U.S. federal securities laws or the securities or blue-sky laws of any state within the U.S. or (ii) would enforce, in original actions, liabilities against us or such persons predicated upon the U.S. federal securities laws or any such state securities or blue-sky laws.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 1C. CYBERSECURITY

We recognize the critical importance of maintaining the trust and confidence of investors, business partners and employees toward our business and are committed to protecting the confidentiality, integrity and availability of our business operations and systems. Our board of directors is involved in oversight of our risk management activities, and cybersecurity represents an important element of our overall approach to risk management. Our cybersecurity policies, standards, processes and practices are based on recognized frameworks established by the National Institute of Standards and Technology ("NIST") and the International Organization for Standardization ("ISO"). In general, we seek to address cybersecurity risks through a comprehensive, cross-functional approach that is focused on preserving the confidentiality, security, and availability of the information that we collect and store by identifying, preventing and mitigating cybersecurity threats and effectively responding to cybersecurity incidents when they occur.

Cybersecurity Risk Management and Strategy; Effect of Risk

We face risks related to cybersecurity such as unauthorized access, cybersecurity attacks and other security incidents, including as perpetrated by hackers and unintentional damage or disruption to hardware and software systems, loss of data, and misappropriation of confidential information. To identify and assess material risks from cybersecurity threats, we maintain a comprehensive cybersecurity program to ensure our systems are effective and prepared for information security risks, including regular oversight of our programs for security monitoring for internal and external threats to ensure the confidentiality and integrity of our information assets. We consider risks from cybersecurity threats alongside other company risks as part of our overall risk assessment process.

To mitigate these risks, we have implemented technology solutions that are designed to recognize anomalous activity and behavior on systems used by our employees, alongside other technical safeguards including:

- Web Application Firewalls (WAF)
- Intrusion detection systems
- Antivirus
- Endpoint protection and response
- Security Event and Incident Management (SIEM)
- Identity and Access management (IAM)
- Multi-factor authentication

We utilize a third-party consultancy to provide services including security audits, CISO, risk management and response strategies. This consultancy provides the Chief Technology Officer, who is responsible for leading our cyber security strategy, guidance on policy, standards and processes alongside managing the risk management process.

We identify our cybersecurity threat risks by comparing our processes to standards set by the NIST and the ISO specifically basing our policies and procedures on ISO27001 guidelines.

To provide for the availability of critical data and systems, maintain regulatory compliance, manage our material risks from cybersecurity threats, and protect against and respond to cybersecurity incidents, we undertake the following activities:

- monitor emerging data protection laws and implement changes to our processes that are designed to comply with such laws;
- through our policies, practices and contracts (as applicable), require employees, as well as third parties that provide services on our behalf, to treat confidential information and data with care;
- employ technical safeguards that are designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated and improved through vulnerability assessments and cybersecurity threat intelligence;
- provide regular, mandatory training for our employees and contractors regarding cybersecurity threats as a means to equip them with effective tools to address cybersecurity threats, and to communicate our evolving information security policies, standards, processes and practices;
- conduct regular phishing email simulations for all employees and contractors with access to our email systems to enhance awareness and responsiveness to possible threats;
- dark web scanning to determine any leaked credentials both corporate and personal for key employees.

- leverage the NIST incident handling framework and our MSPs to help us identify, protect, detect, respond and recover when there is an actual or potential cybersecurity incident;

- carry information security risk insurance that provides protection against the potential losses arising from a cybersecurity incident; and

Our incident response plan coordinates the activities we take to prepare for, detect, respond to and recover from cybersecurity incidents, which include processes to triage, assess severity for, escalate, contain, investigate and remediate the incident, as well as to comply with potentially applicable legal obligations and mitigate damage to our business and reputation.

As part of the above processes, we regularly engage with consultants, auditors and other third parties, including annually having a third-party review our cybersecurity program to help identify areas for continued focus, improvement and compliance.

Our processes also address cybersecurity threat risks associated with our use of third-party service providers, including our suppliers and manufacturers or who have access to employee data or our systems. In addition, cybersecurity considerations affect the selection and oversight of our third-party service providers. We perform diligence on third parties that have access to our systems, data or facilities that house such systems or data, and continually monitor cybersecurity threat risks identified through such diligence. Additionally, we generally require those third parties that could introduce significant cybersecurity risk to us to agree by contract to manage their cybersecurity risks in specified ways, and to agree to be subject to cybersecurity audits, which we conduct as appropriate.

We describe whether and how risks from identified cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition, under the heading “We are dependent upon information technology systems, which are subject to cyber threats, disruption, damage and failure” which disclosures are incorporated by reference herein.

In the last three fiscal years, we have not experienced any material cybersecurity incidents and the expenses we have incurred from cybersecurity incidents were immaterial. This includes penalties and settlements, of which there were none.

Cybersecurity Governance; Management

Cybersecurity is an important part of our risk management processes and an area of focus for our management. The audit committee of our board of directors is responsible for the oversight of risks from cybersecurity threats, as part of our Enterprise Risk Management system. In the event of a cybersecurity incident that meets established reporting thresholds, our audit committee will receive prompt and timely information regarding such incident, as well as ongoing updates until it has been addressed.

Our cybersecurity risk management and strategy processes, which are discussed in greater detail above, are led by our Chief Technology Officer with guidance from external security consultant. Such individuals have collectively over 40 years of prior work experience in various roles involving managing information security, developing cybersecurity strategy, implementing effective information and cybersecurity programs, as well as relevant degrees and certifications. These management team members are informed about and monitor the prevention, mitigation, detection, and remediation of cybersecurity incidents through their management of, and participation in, the cybersecurity risk management and strategy processes described above, including the operation of our incident response plan.

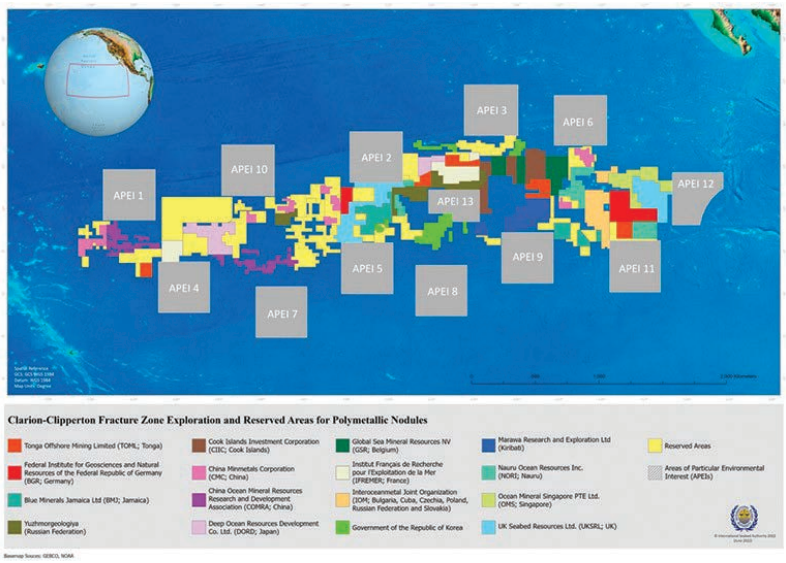
Item 2. PROPERTIES

NORI Contract Area

The information that follows relating to the NORI Contract Area of the CCZ subject to the NORI Exploration Contract with the ISA is derived, for the most part, from, and in some instances is an extract from, NORI-D PFS and the TOML and NORI IA, both issued in August 2025 and prepared in compliance with the SEC Mining Rules. Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of the NORI-D PFS and the TOML and NORI IA, which are incorporated by reference as Exhibit 96.1 and Exhibit 96.2, respectively, to this Annual Report. Each of the Technical Reports are incorporated herein by reference and made a part hereof. In the event that we determine that any modifying factors, estimates and other scientific and technical information in either Technical Report materially change, we may update or file a new technical report in the future. NORI Area D is in the development stage and the other NORI contract areas are in the exploration stage.

Location of the NORI Area and access

The NORI Contract Area is located within the CCZ of the northeast Pacific Ocean. The CCZ is located in international waters between Hawaii and Mexico. The western-end of the CCZ is approximately 1,000 kilometers south of the Hawaiian island group. From here, the CCZ extends almost 5,000 kilometers east-northeast, in an approximately 600 kilometers wide trend, with the eastern limits approximately 2,000 kilometers west of southern Mexico. The region is well-located to ship nodules to the American continent or across the Pacific to Asian markets. The NORI Contract Area comprises four separate blocks (A, B, C and D) in the CCZ with a combined area of 74,830 square kilometers.



NORI Contract Area extents

Area	Minimum Latitude (DD)	Maximum Latitude (DD)	Minimum Longitude (DD)	Maximum Longitude (DD)	Minimum UTM X (m)	Maximum UTM X (m)	Minimum UTM Y (m)	Maximum UTM Y (m)	UTM Zone
A	11.5000	13.00000	(134.5830)	(133.8330)	545220.4	627276.0	1271339	1437255	8
B	13.5801	14.00000	(134.0000)	(133.2000)	607995.7	694759.8	1501590	1548425	8
C	12.0000	14.93500	(123.0000)	(120.5000)	500000.0	769458.3	1326941	1652649	10
D	**9.8950**	**11.08333**	**(117.8167)**	**(116.0667)**	**410465.2**	**602326.1**	**1093913**	**1225353**	**11**

DD — Decimal degrees, UTM — Universal Transverse Mercator map projection

As the CCZ deposit does not include any habitable land and is not near coastal waters, there is no requirement to negotiate access rights from landowners for seafloor collection operations. All personnel and material will be transported to the project area by ship.

See Section 3 of the NORI-D PFS for further specific information of the location of the NORI Contract Area.

Tenements and permits

See Business- Laws and Regulations-The NORI ISA Exploration Contract, Business- Laws and Regulations-The NORI Sponsorship Agreement and Business- Laws and Regulations- International Seabed Authority above for information related to tenements and permits in the NORI Contract Area.

NORI obligations and sponsorship

See Business- Laws and Regulations-The NORI ISA Exploration Contract, Business- Laws and Regulations-The NORI Sponsorship Agreement above for information related to this agreement in the NORI Contract Area.

Royalties and taxes

See Business- Laws and Regulations-Royalties and Taxes above for information with respect to our obligations for royalties and taxes in the NORI Contract Area.

History of previous exploration activities in the NORI Contract Area

Prior to the implementation of UNCLOS, many offshore exploration campaigns were completed by international organizations and consortia. A number of at-sea trial collection operations were successfully carried out in the CCZ in the 1970s to test potential collection concepts. These system tests evaluated the performance of self-propelled and several towed collection devices, along with submersible pumps and airlift technology for lifting the nodules from the deep ocean floor to the support vessel. Certain pioneer investors include those entities that carried out substantial exploration in the CCZ prior to the entry into force of UNCLOS, as well as those entities that inherited such exploration data.

NORI Area D was originally explored by Arbeitsgemeinschaft Meerestechnisch Rohstoffe (“AMR”). AMR subsequently joined Ocean Management Inc. (“OMI”). The OMI consortium comprised Inco Ltd (Canada), AMR (Federal Republic of Germany), SEDCO Inc. (US), and Deep Ocean Mining Co. Ltd (Japan). OMI completed a successful trial collection operation in 1978. Hydraulic pumps, an air lift system, and towed collectors were tested in approximately 4,500 meters of water. Approximately 800 tonnes of nodules were recovered.

Kennecott consortium (now a division of Rio Tinto) first became seriously interested in seafloor polymetallic nodules in 1962 (Agarwal et al. 1979). In the 1970s, Kennecott developed and tested components and subsystems of a seafloor collection system and also carried out significant polymetallic nodule metallurgical processing test work.

Using a different system to OMI, Ocean Mining Associates recovered approximately 500 tonnes of nodules during its trial collection in the 1970s.

Between 1969 and 1974, Deepsea Ventures Inc. carried out 16 survey cruises of three to four weeks' duration each, to define the extent of the polymetallic nodule deposit discovered by them in 1969 in the CCZ. As reported by Deepsea Ventures Inc.:

"These activities included the taking of some 294 discrete samples, including the bulk dredging of some 164 tons of manganese nodules from some 263 dredge stations, 28 core stations and three grab sample stations, cutting of some 28 cores, approximately 1000 lineal miles of survey of seafloor recorded by television and still photography, etc. As a result, the deposit of nodules identified with the discovery has been proved to extend generally throughout the entire area (American Society of International Law, 1975)."

Also active in the CCZ was the Ocean Minerals Company ("OMCO"), comprising Amoco Minerals Co. (United States), Lockheed Missiles and Space Company Inc. (United States), Billiton International Metals BV, and dredging company Bos Kalis Westminster (Netherlands). In a program lasting 16 years, OMCO collected thousands of free-fall grab and box core samples of nodules from its claim area and carried out trial collection operations. Lockheed's design efforts resulted in over 80 patents, a seafloor production system that consisted of a remote-controlled collector and crusher, a seafloor to surface slurry riser system, the first industrial-scale dynamic positioning system for a vessel, and a metallurgical processing plant.

Upon making an application, the pioneer investors were required to submit sufficient data and information to enable designation of a reserved area based on the estimated commercial value. These sample data provide the basis of a database held by the ISA and were used initially to define the areas of the NORI application.

See Section 5 of the NORI-D PFS for further specific information of the history of previous exploration of the NORI Contract Area.

Geology and sampling

Seafloor polymetallic nodules occur in all oceans, but the CCZ hosts a relatively high abundance of high Ni and Cu grade nodules. The CCZ seafloor forms part of the Abyssal Plains, which are the largest physiographic province on Earth.

The average depth of the seafloor in the Project Area is 3,800 to 4,200 meters. Overall, the seafloor slopes at approximately 0.57˚ (1 meter per kilometer) but the Abyssal Plains are traversed by ridges, with amplitude of 50 to 300 meters (maximum 1,000 meters) and wavelength of 1 to 10 kilometers. The Abyssal Plains are punctuated by extinct volcanoes rising 500 to 2,000 meters above the seafloor.

Seafloor polymetallic nodules rest on the seafloor at the seawater — sediment interface. Such nodules are composed of nuclei and concentric layers of manganese and iron hydroxides and are formed by precipitation of metals from the surrounding seawater and sediment pore waters. Nickel, cobalt and copper are also precipitated and occur within the structure of the manganese and iron minerals.

Nodules are abundant in abyssal areas with oxygenated bottom waters and low sedimentation rates (less than 10 cm per thousand years). Nodules generally range from about 1 to 12 cm in their longest dimension. Nodules of 1 to 5 cm are typically the most common in NORI Area D, where they have been classified as Type 1 nodules.

The specific conditions of the CCZ (water depth, latitude, and seafloor sediment type) are considered to be the key controls for the formation of polymetallic nodules.

Information on the mineralization within NORI Area D comprises a combination of sampling undertaken by NORI as well as free-fall grab sampler ("FFG") and box core sampler ("BC") data supplied by the ISA at the time of the NORI application and also supplied by the ISA to NORI in 2012. Additional regional data, assembled by the ISA as part of its Geological Model Project during 2008 to 2010 ("ISA 2010"), are available. The data provide significant coverage over NORI Area D and indicate a high abundance of nodules in this region, as has been confirmed by NORI's exploration.

During the 2018 NORI campaign, 91% of nodules sampled were situated at surface. These include nodules on the surface and nodules with their top surfaces in the upper 1 cm of sediment. A few nodules were found at depth; most of these were usually clustered around the edges of the box core and are considered to have been pushed below surface by the box coring process. Significant nodule abundance below surface was only recorded in one out of 45 samples. The nodules vary in abundance, in some cases touching one another and covering more than 70% of the seafloor. They can occur at any depth, but the highest concentrations have been found on abyssal plains between 4,000 and 6,000 mbsl. Data analysis in Section 9 of the NORI-D PFS shows that nodule abundance variability is significantly higher than metal grades, suggesting that abundance estimation will be the key variable in mineral resource estimation.

NORI completed offshore exploration campaigns in 2012, 2013, 2018, 2019, 2020, 2022, 2023 and 2024. During these campaigns a variety of data was collected including:

- bathymetric mapping of most of NORI Areas A, B and C and all of NORI Area D using a hull-mounted Kongsberg Simrad EM120 12 kHz, full-ocean depth multibeam echo-sounding system ("MBES"). This system also provided backscatter data with which seafloor characteristics could be interpreted;
- detailed seafloor survey work with an autonomous underwater vehicle (AUV), utilizing an MBES, Side Scan Sonar (SSS), Sub-Bottom Profiler (SBP), and camera payload;
- a total of 252 box core samples collected using a 0.75 square meters box corer, mainly on a 10 kilometers by 10 kilometers square grid were used for resource evaluation;
- additional 36 box core samples were collected to better define resources ahead of the 2022 Test Mining and to evaluate mining nodule recovery; and
- 57 in-situ cone penetrometer tests were completed ahead of and following the 2022 Test Mining.

The nodules in the box cores were collected, and their characteristics measured and recorded in detail. Samples of nodules were collected in duplicate and for initial campaigns assayed at two reputable, well-qualified laboratories: ALS and Bureau Veritas. Subsequently, samples were assayed at ALS, with every tenth samples checked by Bureau Veritas. Certified reference material, and blank samples were inserted to provide additional levels of quality control. No significant issues were identified with the assay results.

The backscatter data and the sidescan sonar and seafloor photography indicate strong continuity of nodule abundance across NORI Area D. There is a clear relationship between nodule long axis length and nodule weight and therefore it is possible to estimate nodule abundance from photographs. Several estimation techniques were tested, and methodologies were developed that are suitable for closely-packed (Type 1) and less closely-packed (Type 2 and 3) nodules.

For more information about the NORI exploration campaigns in 2012, 2013, 2018, 2019, 2020, 2022, 2023 and 2024 see Section 7 of the NORI-D PFS.

Mineral resource estimate

The mineral resource was classified on the basis of the quality and uncertainty of the sample data and sample spacing, in accordance with the definitions of "inferred mineral resource," "indicated mineral resource" and "measured mineral resource" under the SEC Mining Rules.

Mineral resources were estimated using a two-dimensional block model. Estimates of nodule abundance and nickel, manganese, cobalt, and copper grades were performed using kriging. A variety of methods were used to validate the estimates, including conditional simulation. The estimates of nodule abundance were used to calculate the tonnage of the mineral resources.

The bathymetric mapping enabled the interpretation of parts of seafloor that are possibly too steep for recovery of nodules using the systems considered by the NORI Technical Report Summary. Seafloor areas with slopes steeper than 6° were excised from the mineral resource estimate.

The measured mineral resource was assigned to the area within NORI Area D where box-core sampling was conducted on a nominal 7 kilometers by 7 kilometers spacing and infilled with estimates of nodule abundance from seafloor photography to a spacing of 3.5 kilometers by 3.5 kilometers.

The indicated mineral resource was assigned to the area within NORI Area D where box-core sampling was conducted on a nominal spacing of 7 kilometers by 7 kilometers or 10 kilometers by 10 kilometers but without additional photo-estimates of nodule abundance.

The inferred mineral resource was assigned to the areas of abyssal plain in the southeast corner of NORI Area D that are largely unsampled. The volcanic high in the southeast corner was excluded from the mineral resource estimate due to the high level of uncertainty about nodule abundance and grades in this domain.

The mineral resource estimate for NORI Area D at a 4 kilogram/square meters abundance cut-off is set forth below.

Operating costs and production estimates for the calculation of an abundance cut-off were based on estimates developed for the second generation of collection systems described and assessed in the TOML and NORI IA rather than the collection system evaluated for the mineral reserves in the NORI-D PFS. This approach was chosen because the development scenario assessed in the TOML and NORI IA is a more likely timeframe in which the majority of the mineral resource in NORI Area D, not already converted to mineral reserve, would be developed. The qualified person considered that the abundance cut-off calculated this way for the Mineral Resources is consistent with reasonable prospects of economic extraction.

An assessment of the abundance cut-off (break-even) for the NORI Contract Area and the TOML Contract Area is shown as follows:

	Variable Opex ($/wmt)	Production (m^2/hr)	Nodule Revenue ($/wmt)	Opex per hour ($/hr)	Breakeven Abundance (kg/m^2)	Revenue per hour ($/hr)
Alloy	188	33,660	421	50,584	3.6	50,584
Matte	188	33,660	479	50,584	3.1	50,584
Sulphate	188	33,660	612	50,584	2.5	50,584

A 94.6% recovery of nickel to sulfate at an assumed price of nickel sulfate; 86.2% recovery of copper at an assumed price of $11,440/t copper metal; 77.2% recovery of cobalt sulfate at an assumed price of $55,198/t cobalt metal; and 98.9% recovery of manganese at an assumed price of $5.45/dmtu manganese in manganese silicate. The method of calculation for the cut-off determines the minimum average nodule abundance needed during steady state operations such that the revenue minus costs (excluding capital) is greater than zero. Revenue includes metal pricing and metallurgical processing recoveries, and the costs include the collection, transport, processing, corporate costs and royalties.

The estimated mineral resources in NORI Area D set forth below were determined on June 30, 2025, and also reflect the estimated mineral resources as of December 31, 2025, as none of the mineral resources in these areas were depleted by mining or any other activities and are reflected in the NORI-D PFS and the TOML and NORI IA. We do not believe there have been any other material changes to the estimated mineral resources since the initial 2025 determination thereof.

NORI Area D December 31, 2025 In-Situ Mineral Resource estimate, exclusive of Mineral Reserves, at 4 kg/m^2 abundance cut-off

NORI Area	Category	Tonnes (Mt (wet))	Abundance (wet kg/m^2)	Nickel (%)	Copper (%)	Cobalt (%)	Manganese (%)	Silicon (%)
D	Measured	4	20.6	1.4	1.2	0.13	32	5.16
D	Indicated	261	17.4	1.4	1.14	0.14	31	5.4
D	Measured + Indicated	265	17.4	1.4	1.14	0.14	31	5.45
D	Inferred	110	15.4	1.4	1.14	0.12	31	5.46

Note: Tonnes are quoted on a wet basis and grades are quoted on a dry basis, which is common practice for bulk commodities. Moisture content was estimated to be 28% w/w. These estimates are presented on an undiluted basis without adjustment for resource recovery.

Due to the extremely low variance in the grades and the high metal content of the nodules, a cut-off based on abundance is appropriate for determining the limits of economic exploitation. A cut-off of 4 kg/m^2 abundance was chosen for the NORI Contract Area, based on the estimates of costs and revenues presented in the initial assessment contained in the NORI-D PFS. The metal prices assumed in the calculation of the cut-off were: nickel sulfate $21,633/t; copper metal $11,440/t; cobalt sulfate $55,198/t; cobalt in manganese silicate $5.45/dmtu. The price estimates are long term (2034 – 2046) forecasts provided in a report by CRU International Limited and Benchmark Minerals, as documented in the Pre-Feasibility Study for NORI-D PFS. The qualified Person considered that this timeframe is reasonable in view of the likely time required to bring the majority of the NORI mineral resources into production.

Sampling of NORI Area D at a spacing of 10 kilometers by 10 kilometers during the 2019 campaign confirmed that the nodules have low variability and high continuity. The mineral resource estimate set forth above is 4 Mt measured and 261 Mt indicated, and 10 Mt inferred mineral resources.

While the NORI-D PFS focuses primarily on the exploration operations in NORI Area D, the TOML and NORI IA focuses on the exploration operations in NORI Areas A, B and C. The polymetallic nodule mineralization in NORI Areas A, B and C has similar characteristics to NORI Area D and it is reasonable to assume that the technology proposed in the NORI-D PFS would be suitable for development of these additional areas.

The estimated mineral resources in NORI Areas A, B and C set forth below were determined on June 30, 2025, and also reflect the estimated mineral resources as of December 31, 2025, as none of the mineral resources in these areas were depleted by mining or any other activities and are reflected in the NORI-D PFS and the TOML and NORI IA. We do not believe there have been any other material changes to the estimated mineral resources since the initial 2025 determination thereof.

NORI Area A, B and C December 31, 2025 In-Situ Mineral Resource estimate at 4 kg/m^2 abundance cut-off

NORI Area	Category	Nodule tonnage (Mt (wet))	Abundance (wet kg/m^2)	Ni (%)	Cu (%)	Co (%)	Mn (%)
A	Inferred	72	9.4	1.35	1.06	0.22	28.0
B	Inferred	36	11	1.43	1.13	0.25	28.9
C	Inferred	402	11	1.26	1.03	0.21	28.3

Note: Tonnes are quoted on a wet basis and grades are quoted on a dry basis, which is common practice for bulk commodities. Moisture content was estimated to be 24% w/w. These estimates are presented on an undiluted basis without adjustment for resource recovery.

Information concerning our mineral properties in the Pre-Feasibility Study for NORI-D PFS, the TOML and NORI IA and in this Annual Report includes information that has been prepared in accordance with the requirements of the SEC Mining Rules. Under SEC standards, mineralization, such as mineral resources, may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time of the reserve determination. As used in this Annual Report, the terms "pre-feasibility study," "feasibility study," "initial assessment," "mineral reserve," "probable mineral reserve," proven mineral reserve," "mineral resource," "measured mineral resource," "indicated mineral resource" and "inferred mineral resource" are defined and used in accordance with the SEC Mining Rules. **You are specifically cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves, as defined by the SEC.**

You are cautioned that mineral resources do not have demonstrated economic value. Inferred mineral resources have a high degree of uncertainty as to their existence as to whether they can be economically or legally mined. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may be upgraded to a higher category. Approximately 97% of the NORI Area D mineral resource and approximately 7% of the NORI Areas A, B and C resource are defined in the measured and indicated categories. **Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded to mineral reserves.**

Mineral reserve estimate

In addition to the establishment of the mineral resources discussed above, on August 4 2025, we reported mineral reserves for NORI Area D, a polymetallic nodule project.

The mineral reserve estimate is based on a mine plan developed from results observed during the test mining, extensive test work and analysis undertaken by us and Allseas. Numerous workshops were conducted with us, Allseas and technical specialists to develop the nodule collection strategy on which the mine plan is based. Testwork and analysis by marine specialists we engaged included seafloor geotechnical data collection and analysis, analysis of seafloor surveys, plume modelling of disturbed sediments and geological data to identify and characterise the seafloor areas suitable for nodule collection. Testwork undertaken by Allseas while developing the nodule collection system included nodule collection simulation trials, and testwork specific to identifying the design and operating parameters for each of the various components of the system, and the test mining, using a 40% width scale prototype collector.

Although the mine plan covered the whole of the NORI Area D, initial mining for the first eight years was confined to a subset of NORI Area D in the southwest of the lease, referred to as the Initial Mining Area in the NORI-D PFS. This area is close to the test mining area and so confidence in the modifying factors is sufficient to define Mineral Reserves. It was also largely devoid of steep (>4) terrain and so was considered the most suitable area for initial collection operations. The collector runs for the initial two years were generated to be as long as possible to allow for initial operations to be as simple as possible while operating procedures are refined.

Key inputs used to estimate the mineral reserve are the mineral resource model developed by AMC Consulting Pty Ltd, the nodule collection system specifications we provided to Allseas (including production capability and ability to collect on slopes up to 4°), collector dimensions and capabilities provided by Allseas, geotechnical data reports and specific location analysis by APYS Subsea Ltd (APYS), analysis and modelling by Allseas to determine seafloor trafficability, geological analysis by Marine Geoscience Innovation (MARGIN) to determine areas where nodules could be collected (geo-obstacle probability model), and the parameters developed by AMC from the work of all of the above. Key physical parameters used by AMC to estimate the Mineral Reserve included collector recovery, geo-obstacle probability, gap left between collection paths to ensure collector efficiency, and metallurgical recoveries for each of the proposed products. An economic model of production, product prices, payabilities, revenue, and operating and capital costs developed by TMC was used to assess economic viability.

The estimated mineral reserves in NORI Area D set forth below were determined on June 30, 2025, and also reflect the estimated mineral reserves as of December 31, 2025, as none of the mineral reserves in this area were depleted by mining or any other activities. We do not believe there have been any other material changes to the estimated mineral resources since the initial 2025 determination thereof.

The NORI Area D December 31, 2025 Mineral Reserve:

Classification	Tonnes (Mwmt)	Co (%)	Cu (%)	Mn (%)	Ni (%)
Proven	—	—	—	—	—
Probable	51	0.13	1.1	31	1.4
Total	**51**	**0.13**	**1.1**	**31**	**1.4**

Notes: 1. Mineral Reserve estimated in Initial Mining Area only with 1,000 m buffers for the lease and seamounts.
2. Measured and Indicated mineral resources are converted to probable Mineral Reserves.
3. Grades are quoted on a dry basis.
4. Zero abundance cut-off used, with nodules <4 kg/m^2 used to define the Mineral Resource included as dilution to generate viable mining blocks.
5. Moisture content assumed to be 28% (mass of solid/(mass of solid + mass of water)).
6. Metal prices US$20,295/t Ni, US$21,633/t Ni sulfate, US$11,440/t Cu, US$56,117/t Co, US$55,198/t Co sulfate, US$5.45/dmtu Mn in manganese-silicate.
7. Nodule recovery by the Collector is estimated as 77% for Type 1 and 62% for Type 2 and 3 nodules.
8. Metallurgical recovery to sulfate is estimated as 94.6% Ni, 77.2% Co and 86.2% Cu, and to matte is 94.8% Ni, 77.5% Co, 86.4% Cu and for 98.9% for Mn.
9. Rounding estimates to two significant figures may result in computational discrepancies.

The Initial Mining Area as described in the NORI-D PFS which was converted to mineral reserves contains approximately 25% of the NORI Area D mineral resource and conversion of mineral resources to mineral reserves is approximately 57%.

The Mineral Reserves are classified as probable mineral reserve, due to:

- the lack of operating experience with the nodule collection system proposed for NORI Area D to confirm production rates, nodule recovery assumptions, field efficiencies, and operating and capital cost parameters;

- the lack of other commercial nodule operations to confirm the reasonableness of mine planning parameters, modifying factors and mine plan outcomes; and

- Lack of commercial recovery permit terms and conditions issued by NOAA on how management of nodule collection operations will be regulated and with which our operations need to comply.

The mineral reserves presented above are derived from the NORI-D PFS and are based on a mine plan and economic analysis that assume the receipt of all required regulatory approvals, including exploration licenses and commercial recovery permits under DSHMRA, as well as any required environmental and onshore processing permits. The mineral reserve estimates incorporate modifying factors including mining, metallurgical, processing, economic, marketing, legal, environmental, infrastructure and governmental considerations. Because commercial-scale polymetallic nodule collection has not yet been undertaken, production rates, nodule recovery assumptions, field efficiencies and operating parameters are based on pilot testing, engineering studies and prefeasibility-level analysis, and actual results may differ materially as commercial operations are developed. In addition, the pre-feasibility study included in the NORI-D PFS indicated that the development of NORI Area D is technically and economically viable. The pre-feasibility study, however, does not represent a feasibility study and does not support a development decision, as additional project planning and design are needed to make this decision. The NORI-D PFS also does not include the conversion of all mineral resources included in NORI Area D to mineral reserves and does not include the conversion of any mineral resources to proven mineral reserves. **You are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded to mineral reserves or that probable mineral reserves will ever be upgraded to proven mineral reserves. Until mineral deposits are actually mined and processed, mineral resources and mineral reserves must be considered as estimates only.**

Development plan

NORI proposes to implement the project in multiple phases that will allow the seafloor collection systems to be tested ("Collector Test") and then nodule collection to be gradually ramped up. The phased approach will facilitate de-risking of the project for relatively low initial capital investment. Additionally, this phased development will allow for an adaptive approach to environmental management providing learning at small-scale which would be applied as the development increases in scale.

The proposed seafloor development phases are as follows, as outlined in the NORI-D PFS:

- The Collector Test was designed to perform proof of concept for the methods of collecting and lifting the nodules while acquiring sufficient data to design a commercial system. The Collector Test used a converted sixth generation drillship, the *Hidden Gem*. Nodules collected during the test were stored on the *Hidden Gem* and brought to shore for use in large scale process pilot testing. The test did not demonstrate the transshipment of nodules to a shore-based facility.

- Production System #1 ("PV1") would be an extension of the Collector Test using an upgrade of the *Hidden Gem* to produce a sufficient and continuous quantity of nodules to support commercial operation commencing at 1.3 Mtpa increasing in staged increments to 3.0 Mtpa of wet nodules delivered to a shore-based facility. This operation would demonstrate a more continuous collection operation at a larger scale than the Collector Test and would demonstrate the transshipment of nodules to a processing facility. It would also allow for the implementation and testing of adaptive management systems to ensure environmental compliance.

- We contemplate that an increase in production is achieved via the introduction of another production vessel with the capacity of up to 3.0 Mtpa.

- The processing of the polymetallic nodules would also be ramped up in phases:

- We propose to toll-treat polymetallic nodules at existing RKEF smelters, utilizing excess industry capacity. NORI advises there is significant interest from many parties in China, Indonesia and Japan to utilize RKEF plants which may become stranded as a result of the Indonesian government nickel laterite ore export ban restricting supply of the nickel laterite feedstock that they currently utilize and the significant recent build-out of capacity in Indonesia which may have resulted in processing capacity oversupply. These RKEF plants were originally built to convert nickel laterite to nickel pig iron and could be converted to smelt polymetallic nodules with minor modifications. Furthermore, PAMCO completed the feasibility study in June 2025 after successfully processing 2000t of wet nodules to produce Mn silicate product and nickel-copper -cobalt alloy. The feasibility study confirmed operating parameters (e.g. tapping temperatures and dusting rates) and product specifications for PAMCO's dedicated production line and defined the scope and execution plan for required equipment modifications at its Hachinohe, Japan smelting facility, which is located on the coast in northern Japan and is equipped with port and processing infrastructure required to receive and process polymetallic nodules and to ship products to customers.

- A purpose-built process plant may be constructed, including pyrometallurgical and hydrometallurgical circuits. Nodule production would be increased in phases by treatment in this new plant and existing RKEFs.

Collection methods

The main items of offshore infrastructure are the nodule collector vehicles, the riser, and four production support vessels ("PSV"): *Hidden Gem,* expected to be PV1; Production Vessel #2, Production Vessel #3 and Production Vessel #4.

The nodules are intended to be collected from the seafloor by self-propelled, tracked, collector vehicles. No rock cutting, digging, drill-and-blast, or other breakage will be required at the point of collection. The collectors are intended to be remotely controlled and supplied with electric power via umbilical cables from the PSV. The collectors are intended to traverse the seabed at a speed of approximately 0.5 m/s. Suction dredge heads on each collector are expected to recover a dilute slurry of nodules, sediment, and water from the seafloor. Each collector is expected to yield about 254 t/hr (dry) nodules. A hopper on each vehicle is expected to separate sediment and excess water, which is expected to pass out of the hopper overflow, from the nodules, which is planned to be pumped as a higher concentration slurry via flexible hoses to a riser.

The riser is a steel pipe through which nodules are planned to be transferred to the surface by means of an airlift. The riser is intended to consist of three main sections. The lower section is expected to carry the two-phase slurry of nodules and water from the collectors to the airlift injection point. The mid-section is expected to carry a three-phase mixture of slurry and air. This section will also include two auxiliary pipes: one to carry the compressed air for the airlift system, and one to return water from dewatering of the slurry to its subsea discharge point. The upper section of riser is expected to have a larger diameter to account for the expansion of air in the airlift.

The airlift is intended to work by lowering the average density of the slurry inside the riser to a level lower than seawater. The difference between the hydrostatic pressure of the seawater at depth and the pressure caused by the weight of the low-density three-phase slurry column inside the riser is expected to force the slurry column to rise. The energy to achieve the lift is planned to be supplied by compressors housed on the PSV, which are planned to be capable of generating very high air pressures, up to 15 MPa.

The PVs are planned to each support a riser and airlift system ("RALS") and its handling equipment, and to house the airlift compressors, collector vehicle control stations, and material handling equipment. All power for offshore equipment, including the nodule collecting vehicles, is intended to be generated on the PSVs. The PSVs are intended to be equipped with controllable thrusters and to be capable of dynamic positioning (DP), which should allow the vessels and risers to track the collectors. Nodules are planned to be discharged from the RALS to the PSVs, where they are expected to be dewatered and temporarily stored or transferred directly to a transfer vessel ("TV").

Each PV will be supported by one dedicated dynamic position Transfer Vessel (TV). Nodules will be offloaded from the PV to the TV at regular intervals during operations to ensure the PV storage capacity is not exceeded. Support vessels (SVs) will provide ancillary services such as bunkering, waste management and personnel transfers.

The NORI-D PFS assumes nodules will be recovered from the hold of the PV using axial conveyors located beneath the storage holds. They will then be lifted to deck level via sandwich conveyors and offloaded through a boom conveyor system capable of both luffing and slewing. Offloading will occur at a rate of 2,500 wmt per hour to a dynamically positioned transfer vessel with 50,000 mt storage capacity. The transfer vessel will in subsequently load Capesize bulk carriers, each with a storage capacity of approximately 200,000 mt, using a similar recovery and offloading system.

The overall nodule collector efficiency is estimated at 80%. The recovery value is based upon test work conducted in the 1970s. Nodule recovery efficiency is the product of nodule entrainment efficiency, subsea concentrator recovery, and dewatering system efficiency. The estimate of dewatering recovery used in the NORI-D PFS is higher than indicated by the 1970s test work because data that has come to light recently suggests the amount of breakup during lifting the nodules up the RALS may be significantly less than previously assumed (Kennecott (1978), Deep Reach Technology ("DRT") (2015)).

Expected Mineral Resource modifying factors

Modifying factors	Value	Description
Resource area efficiency	92%	The resource area efficiency factor is defined as the width of the collector divided by the width of the collector path. A 0.5 m undisturbed strip is to be left either side of the collector. For a 12 m wide collector, the resource area efficiency is calculated as 12/13.
Collector pick-up efficiency	90%	This is the percentage of nodule mass passed over by the collector that is picked-up up by the collector head.
Collector underflow efficiency	95%	This is the percentage of nodule mass that is picked-up up that is passed to the collector underflow.
Nodule attrition	0%	This is the percentage of mass of nodule lost through attrition from the seafloor to trans-shipment. It is included in the trans-shipment efficiency.
Trans-shipment efficiency	93%	This is the percentage of nodule mass transferred from the production vessel to trans-shipment.
Overall collector efficiency	80%	This is the percentage of nodule mass passed over by the collector that is delivered to the transport vessel. It includes losses in the pick-up, overflow, attrition and trans-shipment (90%*95%*100%*93%).
Overall resource recovery factor	73%	Is the product of the resource area efficiency * collector pick-up efficiency * collector under flow efficiency * (1 — nodule attrition (%)), * trans-shipment efficiency (92%*90%*95%*100%*93%).

For more information on polymetallic nodule collection methods, see Section 13 of the NORI-D PFS.

Mineral processing and metallurgical testing

A combined pyro-metallurgical and hydro-metallurgical flowsheet was evaluated in the NORI-D PFS. Similar flowsheets were investigated at various times over the last several decades. NORI has undertaken bench-scale test-work and is in the process of completing pilot-scale testing of the proposed flowsheet. This work has confirmed or improved the flowsheet that was initially developed from extensive information available in the literature.

The pyrometallurgical front-end of the plant is expected to use RKEF lines that calcine and smelt the nodules to form an alloy. The alloy is then expected to be sulphidized to form a matte and then partially converted in a Peirce-Smith converter operation to remove iron. The matte from the sulphidation step is planned to then be sent to the hydrometallurgical refinery. The pyrometallurgical process is expected to be similar to that successfully used to process some nickel laterite ores.

The hydrometallurgical refinery concept is based on a sulfuric acid leach flowsheet. A two-stage leach would be used to produce copper cathode and a pregnant leach solution rich in nickel and cobalt, while low in copper. Further processing of the pregnant leach solution is based on mixed-sulphide precipitate processing flowsheets employing solvent extraction. The final production of battery-grade nickel and cobalt sulfates is expected to use crystallization.

The pyrometallurgical process is expected to generate a manganese silicate stream that we believe could be sold to the manganese industry and small converter slag stream that we believe could be sold for industrial applications. No value has been ascribed to converter slag in the NORI-D PFS. The hydrometallurgical plant is expected to produce an ammonium sulfate by-product for sale to the fertilizer industry. Thus, together with the ability to recycle other hydrometallurgical side-streams to the pyrometallurgical process, the flowsheet is planned to have neither tailings ponds nor permanent slag repositories and should not generate substantial waste streams.

The average targeted production rate for the new hydrometallurgical plant at full capacity is expected to be 6.4 Mtpa of nodules (dry basis). The NORI-D PFS assumes this refining operation will be in Texas in the United States. Detailed engineering design has not yet been undertaken.

Expected metallurgical recoveries are summarized in the table below.

Process Step	Nickel Recovery (%)	Cobalt Recovery (%)	Copper Recovery (%)
Final matte	94.6 %	77.4 %	86.5 %
Hydrometallurgical products before recycle	98.9 %	98.0 %	96.2 %
Recycled residue	94.6 %	77.4 %	86.5 %
Overall recovery	94.6 %	77.2 %	86.2 %

In addition to the above base metals, 98.9% of the manganese contained in the feed is expected to be recovered in the manganese silicate product, containing 52.6% MnO. Approximately 7.3 Mt of manganese silicate is expected to be produced per annum (from steady state operation from 2030 onwards).

For more information on mineral processing and metallurgical testing, see Section 14 of the NORI-D PFS.

Environmental studies, permitting, community, or social impact

Historically, a significant amount of technical work has been undertaken within the CCZ by the contractors under the ISA and a significant body of information has been acquired during the past 40 years on the likely environmental impacts of collecting nodules from the seafloor.

NORI's offshore exploration campaigns have included sampling to support environmental studies, collection of high-resolution imagery and environmental baseline studies. Environmental campaigns in 2021 resulted in completion of the offshore environmental data collection required for the ESIA baseline studies.

NORI has commenced the ESIA process in support of an application for a commercial recovery permit for the commercial collection of deep-sea polymetallic nodules. A comprehensive program of metocean and biological data acquisition was completed, which was required to characterize the baseline conditions at a designated Collector Test site and control sites in the NORI Contract Area.

NORI intends to manage the project under the governance of an Environmental Management System ("EMS"), which is to be developed in accordance with the international EMS standard, ISO 14001:2004. The EMS will provide the overall framework for the environmental management and monitoring plans that will be required.

An EMMP will be required. The plan will specify the objectives and purpose of all monitoring requirements, the components to be monitored, frequency of monitoring, methods of monitoring, analysis required in each monitoring component, monitoring data management and reporting. This plan will involve an ecosystem approach incorporating an adaptive management system.

The social impacts of the offshore operation are expected to be positive. The CCZ is uninhabited by people, and there are no landowners associated with the CCZ. No significant commercial fishing is carried out in the area.

The onshore environmental and social impacts are in the process of being evaluated as part of the feasibility being undertaken by PAMCO under the binding MoU signed in November 2023 for nodules that would be processed at their existing facility in Hachinohe, Japan, which was completed in June 2025. This is an existing facility that has processed laterite ores since the mid 1960's and has all the required operating permits to do so. PAMCO are working with Japanese authorities to ensure that the environmental impacts of treating nodules are minimized and can be undertaken within PAMCO existing permissions or ensuring appropriate permissions are issued if required.

It is likely that additional facilities beyond PAMCO will be required as production expands. This could involve processing through additional tolling facilities or potentially newly built facilities. The onshore environmental and social impacts of these facilities have not been assessed because the tolling facilities have not been identified or a new-build process plant has not been designed in detail, and the location and host country (and hence regulatory regime) not confirmed. The planned metallurgical process will not generate solid waste products, and the deleterious elements (for example, cadmium and arsenic) content of the nodules is very low, indicating that with careful management the environmental impacts of the processing operation could be very low.

For more information on environmental studies, permitting and social or community impact, see Section 17 of the NORI-D PFS.

Internal controls and data verification

The original assay sheets for the individual samples collected by the pioneer investors from within the NORI Area are not available for auditing against the values in the database. We, AMC and NORI have not had access to the original assay sheets for the individual samples that are within the CCZ, and the quality control procedures used by the laboratories and the ISA. However, the consistency between the abundance and grade data collected by the pioneer investors, as presented in Section 9.1 of the NORI-D PFS, supports the contention that the quality of the pioneer investor data is satisfactory.

It is also reasonable to infer that the pioneer investor data are of sufficient quality for resource estimation because the ISA is an independent agency with significant accountability under the UNCLOS. Part of its mandate is the receipt and storage of seafloor sampling data suitable for the estimation of nodule resources and the legally binding award of licenses. It is reasonable to assume that a reasonable level of care was applied by the ISA. No pioneer investor data was used for the mineral resource and mineral reserve estimates included in the NORI-D PFS. The NORI Areas A-C and TOML mineral resource estimates included in the TOML and NORI IA incorporates pioneer investor data in these estimates.

Data collected by NORI is well-documented and was subject to satisfactory quality assurance/quality control processes. Documentation verified by the qualified person includes photographs, daily exploration reports, digital logging sheets and original assay reports. In the opinion of the qualified person, the NORI data was of high quality and suitable for estimation of measured mineral resources.

Assaying of nodules collected by NORI in 2012, 2013, 2018, 2019, 2020, 2022 and 2023 confirm the mean grades of the historical grab samples and support the contention that the quality of the pioneer investor data is satisfactory for inclusion in resource estimation. The main limitation with the pioneer investor data is the likelihood that some of the abundance values were too low, due to loss of nodules from the FFG. Estimates of abundance that include pioneer investor data are therefore likely to be conservative.

For more information about quality control/quality assurance and data verification, see Section 8 and Section 9 of the NORI-D PFS.

Qualified Persons

The following third-party qualified persons as defined in the SEC Mining Rules contributed to the NORI-D PFS and the TOML and NORI IA:

- Dr. Ian Stevenson, Geoscience Consultant, MARGIN – Marine Geoscience Innovation
- John Buckell, Consultant, APYS Subsea Ltd
- Cameron Harris, Principal: Smelting, Canadian Engineering Associates Ltd

- Brett Roughan, Principal, Lanasera Pty Ltd
- Andrew Hall, CEO, AMC Consultants Pty Ltd

In addition, the following personnel of the Company served as qualified persons for certain sections of the NORI-D PFS and the TOML and NORI IA:

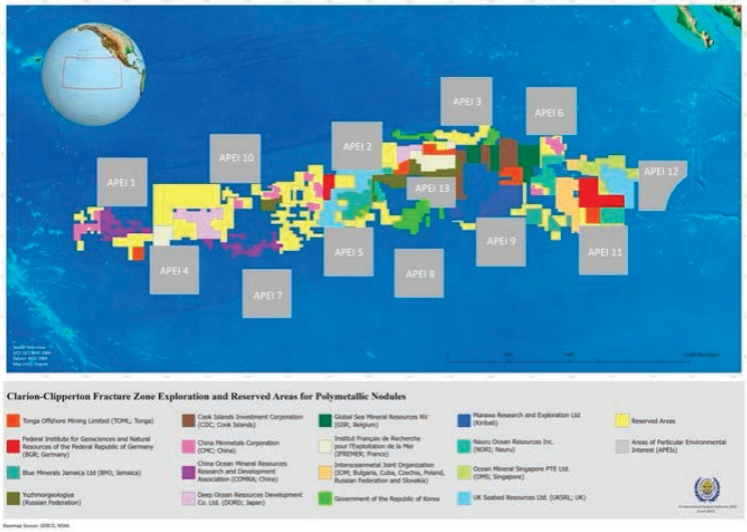
- Anthony O'Sullivan, Chief Development Officer
- Rutger Bosland, Chief Innovation and Offshore Technology Officer
- Dr. Michael Clarke, Environmental Program Director
- Adam Price, Project Control Manager

Each of the third-party qualified persons listed above is not an employee of the Company.

TOML Contract Area

The information that follows relating to the TOML Contract Area of the CCZ subject to the TOML Exploration Contract with the ISA is derived, for the most part, from, and in some instances is an extract from, the TOML and NORI IA. Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of TOML and NORI IA, which has been incorporated by reference as exhibit 96.2 to this Annual Report. In the event that we determine that any of modifying factors, estimates and other scientific and technical information in the TOML and NORI IA materially change, we may update or file a new technical report in the future. The TOML Contract Area is an exploration stage property.

Location of the TOML Contract Area and access



The TOML Contract Area is located within the CCZ of the northeast Pacific Ocean. The CCZ is located in international waters between Hawaii and Mexico. The western-end of the CCZ is approximately 1,000 kilometers south of the Hawaiian island group. From here, the CCZ extends over 4,500 kilometers east-northeast, in an approximately 600 kilometers wide trend, with the eastern limits approximately 2,000 kilometers west of southern Mexico. The region is well-located to ship nodules to the American continent or across the Pacific to Asian markets. The TOML Contract Area comprises six separate blocks (A through F) in the CCZ with a combined area of 74,713 square kilometers.

TOML Contract Area extents

Area	Minimum Latitude (DD)	Maximum Latitude (DD)	Minimum Longitude (DD)	Maximum Longitude (DD)	Minimum UTM X (m)	Maximum UTM X (m)	Minimum UTM Y (m)	Maximum UTM Y (m)	UTM Zone
A	7.167 N	8.167 N	151.667 W	152.510 W	553972	647187	792205	902968	05N
B	13.580 N	14.667 N	132.000 W	133.200 W	694518	824685	1502009	1623605	08P
C	15.000 N	15.800 N	128.583 W	131.000 W	284947	544791	1658371	1747847	09P
D	13.125 N	14.083 N	123.583 W	125.333 W	247293	437022	1451031	1557860	10P
E	12.750 N	13.083 N	123.583 W	125.333 W	246693	436796	1409563	1447513	10P
F	9.895 N	11.083 N	117.817 W	118.917 W	289835	410804	1093917	1225828	11P

DD — Decimal degrees, UTM — Universal Transverse Mercator map projection 87

The CCZ lies between Hawaii and Mexico and is accessible by ship from various ports in the U.S. and South America. As the CCZ deposit does not include any habitable land and is not near coastal waters, there is no requirement to negotiate access rights from landowners for seafloor collection operations. All personnel and material will be transported to the project area by ship.

See Section 3 of the TOML and NORI IA for further specific information of the location of the TOML Contract Area.

Tenements and permits

See Business- Laws and Regulations-The TOML ISA Exploration Contract, Business- Laws and Regulations-The TOML Sponsorship Agreement and Business- Laws and Regulations- International Seabed Authority above for information related to tenements and permits in the TOML Contract Area.

TOML obligations and sponsorship

See Business- Laws and Regulations-The TOML ISA Exploration Contract, Business- Laws and Regulations-The TOML Sponsorship Agreement above for information related to this agreement in the TOML Contract Area.

Royalties and taxes

See Business- Laws and Regulations-Royalties and Taxes above for information with respect to our obligations for royalties and taxes in the TOML Contract Area.

History of previous exploration activities in the TOML Area

Prior to the implementation of UNCLOS, many offshore exploration campaigns were completed by international organizations and consortia. A number of at-sea trial collection operations were successfully carried out in the CCZ in the 1970s to test potential collection concepts. These system tests evaluated the performance of a self-propelled and several towed collection and collection devices, along with submersible pumps and airlift technology for lifting the nodules from the deep ocean floor to the support vessel. Certain pioneer investors include those entities that carried out substantial exploration in the CCZ prior to the entry into force of UNCLOS, as well as those entities that inherited such exploration data.

Exploration and development efforts in the CCZ started in the 1960s by state sponsored groups from Russia, France, Japan, Eastern Europe, China, Korea and Germany. Several commercial consortia also explored between the 1960s and the 1980s and in some instances their descendants are still involved to the present day. No commercial collection operations have yet been established in the CCZ. However, a variety of collectors, pick-up systems, and metallurgical processing flow sheets were tested, and several integrated “demonstration scale” systems operated in the CCZ for several months in the late 1970s. Processing test-work has encompassed a variety of hydrometallurgical and pyrometallurgical flow sheets, usually with good results.

Six exploration groups are known to have surveyed areas within the TOML Contract Area and collected samples of polymetallic nodules. Much of this work overlapped as it predated the signing of the Law of the Sea. These include the Japanese group (DORD), the South Korean group (KORDI), the Russian Federation group (Yuzhmorgeologiya), the French group (Ifremer), the German group (FIGNR or BGR), and the consortium, Ocean Minerals Company (OMCO). The timing and location (ISA, 2003) of the OMCO sampling is known but the results are not available outside of ISA published contour maps. Virtually all the samples in the TOML tenement area were obtained by FFG samplers, although a few results from box corers (BC) were also included.

See Section 5 of the TOML and NORI IA and the NORI-D PFS for further specific information of the history of previous exploration of the TOML Contract Area.

Geology and sampling

Seafloor polymetallic nodules occur in all oceans but the CCZ hosts a relatively high abundance of nodules. The CCZ seafloor forms part of the Abyssal Plains, which are the largest physiographic province on Earth. This mineral field is essentially a single mineral deposit almost 5,000 kilometers in length and up to 600 kilometers wide. The size and level of uniformity of mineralization is unmatched by any mineral deposit of similar value on land. The mechanism of formation of the nodules is interpreted to be essentially identical across the entire CCZ, with only minor local variations. Consequently, there is relatively little difference between the size, shape or metal content of the nodules from one area to another. Figure 6.4 to Figure 6.8 of the TOML and NORI IA illustrate the remarkable continuity of grades and abundances across the whole of the CCZ.

The morphological features of the seafloor are similar in the TOML and the NORI Areas, which all lie within the Abyssal Plains and are characterized by sub-parallel basaltic lava ridges called abyssal hills. The Areas are punctuated by typically extinct volcanic knolls and seamounts and scattered sediment drifts in which few nodules are preserved at the seafloor.

Seafloor polymetallic nodules rest on the seafloor at the seawater — sediment interface. Such nodules are composed of nuclei and concentric layers of manganese and iron hydroxides and are formed by precipitation of metals from the surrounding seawater and sediment pore waters. Nickel, cobalt and copper are also precipitated and occur within the structure of the manganese and iron minerals.

The specific conditions of the CCZ (water depth, latitude, and seafloor sediment type) are considered to be the key controls for the formation of polymetallic nodules. Nodules are typically 4 to 6 cm and up to 10 cm in diameter.

The exploration methods used to explore and delineate the mineral resources in the TOML and NORI areas were essentially the same. MBES was used to determine the depth of water (bathymetry) and the acoustic reflectance (backscatter) of the seabed. Nodule coverage was interpreted using the backscatter data. Physical sampling of the nodules was carried out initially using FFG samplers and in more recent years by BC samplers which provide a better-quality sample. Measurements of nodule abundance obtained from physical samples were supplemented with estimates of abundance made using the long-axis estimation ("LAE") method and high-resolution photographs of the seafloor.

Data collected by TOML in 2013 and 2015 supports the historical data but also is of sufficient quantity and quality to allow estimation of an indicated mineral resource for five sub areas within TOML Areas B, C, D and F called B1, C1, D1, D2 and F1. More detailed data collected by TOML has also allowed estimation of a measured mineral resource for a single sub area within TOML Area B.

The key data sets behind the inferred mineral resource estimate for TOML Areas A through E are surface samples obtained by free fall grab samplers, although a few results from box-corers were also included. Free fall grab samplers are the standard sampling method as they are the most productive tool available. They are believed to underestimate the actual abundance, as smaller nodules may escape some grabs during ascent and larger nodules around the edge of the sampler may be knocked or fall out during the sampling process. This may introduce some conservatism to the inferred mineral resource estimates.

The key data behind the inferred mineral resource estimate for TOML Area F and the indicated and measured mineral resources are box-corers and measured photographs. Box-corers take longer to collect than free fall grab samplers, but they are believed to have less bias. Photos cover a much greater area than either free fall grabs or box-corers. The weight of individual nodules can be accurately estimated from the length of their long or major axis; a relationship first discovered in the 1970s. Using the box-core samples as calibration devices, TOML was able to measure the size of nodules on several hundred photographs in Areas B and C. Abundance is shown to be related both to nodule coverage in photos and to acoustic response (backscatter) from regional survey. These data thus provide very detailed indications of nodule abundance and continuity.

Many of the records of the sampling procedures used by the pioneer contractors were not available to the Qualified Persons, but it is likely that all of the pioneer contractors followed similar procedures to that used by TOML. Nodule abundance (wet kg/m^2) was derived by dividing the weight of recovered nodules by the surface area covered by the open jaws of the sampler or corer (typically 0.25 to 0.75 m^2). A split of the nodules was dried, crushed and ground to enable grade determination via standard analytical methods (typically atomic absorption spectrometry, X-ray fluorescence or inductively coupled plasma methods), either on the vessel or back on shore. Specific nodule chemical standards were used for instrument calibration. TOML also present the results of field, submitted and laboratory duplicates of nodule samples.

Analysis of the data revealed that, as a consequence of their origin, nodule grades vary only slightly across the CCZ, with spatial continuity of the abundance, Mn, Ni, Co, and Cu grades often ranging from the order of several kilometers up to several tens of kilometers. Nodule abundance is sometimes less continuous than grade, as it is also subject to local changes in net sedimentation (a consequence of seafloor slope, slumping, erosion and local currents).

For more information about the TOML exploration campaigns in 2013 and 2015, see Section 7 of the TOML and NORI IA.

Mineral resource estimate

The mineral resource was classified on the basis of the quality and uncertainty of the sample data and sample spacing, in accordance with the definitions of "inferred mineral resource," "indicated mineral resource" and "measured mineral resource" under the SEC Mining Rules.

Estimation of tonnage and grade for the TOML Contract Area within the CCZ was undertaken using only sample data within the TOML Contract Area in the second quarter of 2016. The estimates are based on the historical box-core and free fall-grab nodule sampling (262 samples) supplemented with recently acquired TOML nodule box core (113 samples) and photo-profile data (20,857 frames over 587-line kilometers). Only sample data within the TOML Contract Area was used to inform the estimates.

Six block models were constructed using the geostatistical modelling programs Gstat 1.1-3 and R 3.2.5, one for each TOML Exploration Area (A to F), in three passes. The first pass used a parent block dimension of 1.75 kilometers by 1.75 kilometers and filled the areas defined as measured mineral resource. The second pass for indicated mineral resource used a parent block size of 3.5 kilometers by 3.5 kilometers while the third pass for inferred mineral resource used a parent block size of 7.0 kilometers by 7.0 kilometers.

The modelling methodology used for estimating the mineral resource was determined through careful consideration of the scale of deposit, mechanism of nodule formation, geological controls and nature of the sampling method. The approach involved estimating nodule abundance and grades into a two-dimensional block model with abundance used for calculating tonnage. Abundance and grades were estimated using Ordinary Kriging (OK) with comparison (not reported) estimates using Inverse Distance Weighting (IDW) and nearest neighbor. The modelling methodology is similar to the method applied by the ISA (2010) for its global estimate which was produced by a multi-disciplinary effort that involved recognized subject matter experts.

The historical nodule sample data is considered suitable for the purpose of estimating mineral resources to an inferred level of confidence. The qualified person also considered that the combination of the TOML and historical nodule sample data (physical samples and photo based long axis estimates) combined with detailed backscatter, photo profiling and geological interpretation is sufficient to estimate polymetallic nodule indicated mineral resources and, in one small especially data rich area, measured mineral resources.

Inferred mineral resource classification was based on sampling by pioneer contractors on a nominal spacing of 20 kilometers, the variation and uncertainty in the sample quality, and the likely presence of short-range variation to nodule abundance.

Indicated mineral resource classification was based on box core sampling by TOML on a nominal spacing of approximately 7 kilometers by 7 kilometers (including photo profiling in some cases at 7 kilometers by 3 kilometers), supplemented by sampling by pioneer contractors.

Measured mineral resource was based on box core sampling by TOML on a nominal spacing of approximately 7 km by 7 kilometers plus photo-profiling on a nominal spacing of 3.5 kilometers by 3.0 kilometers, supplemented by sampling by pioneer contractors.

The estimated mineral resources in area set forth below were determined on June 30, 2025, and also reflect the estimated mineral resources as of December 31, 2025, as none of the mineral resources in these areas were depleted by mining or any other activities and are reflected in the TOML and NORI IA. We do not believe there have been any other material changes to the estimated mineral resources since the 2021 determination thereof.

Mineral Resource Estimate December 31, 2025, In-Situ, for the TOML Contract Area within the CCZ at a 4 kg/m^2 nodule abundance cut-off

Mineral Resource Classification	Tonnes (x10^6 wet t)*	Abundance (wet kg/m^2)	Ni (%)	Cu (%)	Co (%)	Mn (%)
Measured	2.6	11.8	1.33	1.05	0.23	27.6
Indicated	69.6	11.8	1.35	1.18	0.21	30.3
Measured + Indicated	72.2	11.8	1.35	1.18	0.21	30.2
Inferred	696	11.3	1.29	1.14	0.20	29.0

Note: Tonnes are quoted on a wet basis and grades are quoted on a dry basis, which is common practice for bulk commodities. Moisture content was estimated to be 28% w/w. These estimates are presented on an undiluted basis without adjustment for resource recovery.

* Variations in totals are due to rounding of individual values. Mn, Ni, Cu and Co assays on samples dried at 105˚C

The TOML Contract Area has sufficient samples of adequate quality to define a mineral resource for Mn, Ni, Cu and Co. The estimate of abundance and hence tonnage for the inferred mineral resource for the TOML Contract Area may be biased low due to reliance on free fall grab samples in places.

The above mineral resource estimate (measured, indicated and inferred mineral resources), which was informed by data collected by TOML in 2013 and 2015, is presented in Table 11.9 of the TOML and NORI IA.

Due to the extremely low variance in the grades and the high metal content of the nodules, a cut-off based on abundance is appropriate for determining the limits of economic exploitation. A cut-off of 4 kg/m^2 abundance was chosen for the TOML Contract Area, based on the operating costs and production estimates for the calculation of an abundance cut-off based on estimates developed for the second generation of collection systems described and assessed in the NORI and TOML IA rather than the collection system evaluated for the mineral reserves in the NORI-D PFS. This approach was chosen because the development scenario assessed in the TOML and NORI IA is a more likely timeframe in which the mineral resource in the TOML area would be developed. The qualified person considered that the abundance cut-off calculated this way for the Mineral Resources is consistent with reasonable prospects of economic extraction.

An assessment of the abundance cut-off (breakeven) for the TOML Contract Area and the NORI Contract Area is as follows:

	Variable Opex ($/wmt)	Production (m^2/hr)	Nodule Revenue ($/wmt)	Opex per hour ($/hr)	Breakeven Abundance (kg/m^2)	Revenue per hour ($/hr)
Alloy	188	33,660	421	50,584	3.6	50,584
Matte	188	33,660	479	50,584	3.1	50,584
Sulphate	188	33,660	612	50,584	2.5	50,584

A 94.6% recovery of nickel to sulfate at an assumed price of nickel sulfate $21,633/t; 86.2% recovery of copper at an assumed price of $11,440/t copper metal; 77.2% recovery of cobalt sulfate at an assumed price of $55,198/t cobalt metal; and 98.9% recovery of manganese at an assumed price of $5.45/dmtu manganese in manganese silicate. The method of calculation for the cut-off determines the minimum average nodule abundance needed during steady state operations such that the revenue minus costs (excluding capital) is greater than zero. Revenue includes metal pricing and metallurgical processing recoveries, and the costs include the collection, transport, processing, corporate costs and royalties.

The qualified person considered that this timeframe is reasonable in view of the likely time required to bring the majority of the TOML mineral resources into production.

The initial inferred mineral resource for the TOML Contract Area was reported on March 20, 2013 by Golder Associates. The changes in the above mineral resource estimate from 2013 for the TOML Contract Area are due to:

- the inclusion of Areas E and F for the first time, and high abundances and grades in Area F;

- additional nodule abundance sample information (from box core and photo profile) collected during the 2015 campaign;
- setting the abundance estimates within the no nodule domain to zero in areas covered by MBES (TOML Areas B, C, D, E, F);
- the use of ordinary kriging (rather than inverse distance weighting) supported by short-range variogram to estimate abundance; and
- changes in block model parent cell size related to improved sample spacing.

Comparison of the 2013 inferred mineral resource estimate and the above estimate shows that the additional data has increased the total mineral resource tonnage by 3%. In the areas with the newest data (the indicated and measured areas), abundance and grades are all higher in the new model than the 2013 model. These changes show that it is reasonable to expect that the majority of inferred mineral resources could be upgraded to indicated or measured resources with further exploration.

Information concerning our mineral properties in the TOML and NORI IA and in this Annual Report with respect to the TOML Contract Area includes information that has been prepared in accordance with the requirements of the SEC Mining Rules. Under SEC standards, mineralization, such as mineral resources, may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time of the reserve determination. **You are specifically cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves, as defined by the SEC.**

You are cautioned that mineral resources do not have demonstrated economic value. Inferred mineral resources have a high degree of uncertainty as to their existence as to whether they can be economically or legally mined. Under the SEC Mining Rules, estimates of inferred mineral resources may not form the basis of an economic analysis. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may be upgraded to a higher category. About 10% of the TOML Contract Area resource is defined in the measured and indicated categories. **Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded to mineral reserves.**

Reasonable prospects for economic extraction

The morphological features of the seafloor are similar in the TOML and the NORI Areas, which all lie within the Abyssal Plains and are characterized by sub-parallel basaltic lava ridges called abyssal hills. The Areas are punctuated by typically extinct volcanic knolls and seamounts and scattered sediment drifts in which few nodules are preserved at the seafloor.

The exploration methods used to explore and delineate the mineral resources in the TOML and NORI areas were essentially the same. MBES was used to determine the depth of water (bathymetry) and the acoustic reflectance (backscatter) of the seabed. Nodule coverage was interpreted using the backscatter data. Physical sampling of the nodules was carried out initially using FFG samplers and in more recent years by BC samplers which provide a better- quality sample. Measurements of nodule abundance obtained from physical samples were supplemented with estimates of abundance made using the LAE method and high- resolution photographs of the seafloor.

The sample preparation and assaying procedures used in the TOML and NORI Areas were essentially the same. The pioneer investor data lacks some supporting information but all studies to date indicate that the pioneer investor data is reliable. In both Areas, high standards of quality assurance/quality control were applied to the exploration programs that were carried out by TOML and NORI. The assay data are supported by the results of certified reference materials, duplicate samples, blank samples, and duplicate analyses at a second laboratory. Sample security was of a high standard and the Qualified Persons considered that there was negligible risk of interference with the samples.

The development plan for commercial development of polymetallic nodule deposits in the CCZ were studied as described in the NORI-D PFS. The commonality between the polymetallic nodule deposits in NORI Area D and the TOML Contract Area indicates that the methods proposed for the development of NORI Area D can reasonably be assumed to be equally relevant for future development in the TOML Contract Area.

Collection methods

Recovery and collection methods that could be employed for commercial development of polymetallic nodule deposits in the CCZ were studied as described in the TOML and NORI IA. The commonality between the polymetallic nodule deposits in NORI Area D and the TOML Contract Area indicates that the methods proposed for the development of NORI Area D can reasonably be assumed to be equally relevant for future development in the TOML Contract Area. This is discussed further in Section 13 of the TOML and NORI IA, which assessed the collection methods for the second generation of collection systems, which would be in operation at the time the TOML project would be developed.

The main items of offshore infrastructure are the nodule collector vehicles, the riser, and the production vessels (PV).

The nodules are expected to be collected from the seafloor by self-propelled, tracked, collector vehicles. No rock cutting, digging, drill-and-blast, or other breakage will be required at the point of collection. The collectors are expected to be remotely controlled and supplied with electric power via umbilical cables from the PSV. Suction dredge heads on each collector are expected to recover a dilute slurry of nodules, sediment, and water from the seafloor. A hopper on each vehicle is expected to separate sediment and excess water, which is expected to pass out of the hopper overflow, from the nodules, which is expected to be pumped as a higher concentration slurry via flexible hoses to a riser.

The riser is a steel pipe through which nodules are expected to be transferred to the surface by means of an airlift. The riser is expected to consist of three main sections. The lower section is expected to carry the two-phase slurry of nodules and water from the collectors to the airlift injection point. The mid-section is expected to carry a three-phase mixture of slurry and air. This section is expected to also include two auxiliary pipes: one to carry the compressed air for the airlift system, and one to return water from dewatering of the slurry to its subsea discharge point. The upper section of riser is expected to have a larger diameter to account for the expansion of air in the airlift.

The airlift works by lowering the average density of the slurry inside the riser to a level lower than seawater. The difference between the hydrostatic pressure of the seawater at depth and the pressure caused by the weight of the low-density three-phase slurry column inside the riser forces the slurry column to rise. The energy to achieve the lift is expected to be supplied by compressors housed on the PSV, which is expected to be capable of generating very high air pressures.

The PVs are expected to each support a RALS and its handling equipment, and are expected to house the airlift compressors, collector vehicle control stations, and material handling equipment. All power for offshore equipment, including the nodule collecting vehicles, is expected to be generated on the PSVs. The PSVs are expected to be equipped with controllable thrusters and are expected to be capable of dynamic positioning (DP), which are expected to allow the vessels and risers to track the collectors.

The NORI AND TOML IA assumes a total of eight separate 2nd Generation Production Systems (“2nd Gen”) are expected to be employed. Each of the eight 2nd Gen systems consists of a PV that powers seafloor CVs in addition to a RALS, dewatering plant, and nodule handling and offloading infrastructure.

The PV is expected to be supported by TVs that receive dewatered nodules from the PV and transport the nodules to port for processing. Supply vessels provide resupply of fuel, personnel and logistics and operate out of the mainland USA. Each of the eight systems is assumed to be identical and capable of meeting a nameplate capacity of 7 Mwmtpa in the TOML-F area and 5 Mwmtpa in the other areas of lower abundance.

The first three PVs are brought online over a three-year period in the TOML Area F with the five additional systems coming online over a period of 5 years. All nodules are assumed to be shipped to a receiving deepwater port in Indonesia for unload and processing to matte before shipping to the USA for further refinement.

Further information on the proposed mining methods can be found in section 13 of the NORI and TOML IA.

Mineral processing and metallurgical testing

The polymetallic nodules in the TOML and NORI Areas have similar morphological, mineralogical, and grade characteristics. As noted in Section 10 of the TOML and NORI IA, all published historical work indicates that processing of nodules is technically feasible.

The commonality between the polymetallic nodule deposits in NORI Area D and TOML Contract Area indicates that the methods proposed for the development of NORI Area D can reasonably be assumed to be equally relevant for future development in the TOML Contract Area. This is discussed further in Section 11.9.5 of the TOML and NORI IA, which assessed the following mineral processing scenario.

The first part of the pyrometallurgical process is the RKEF process that is widely used in the nickel laterite industry. The second pyrometallurgical step (sulphidization of the alloy produced in the first step to form a matte and then partially conversion in a Peirce-Smith converter to remove iron), while not widely practiced, also has commercial precedent at the Koniambo plant of Societe Le Nickel in New Caledonia.

Sulfuric acid leaching of matte from the pyrometallurgical process has precedent in the platinum group minerals (PGM) industry. Although copper producers typically have a solvent extraction step before electrowinning of their copper, direct copper electrowinning is done in most PGM refineries, where nickel and cobalt are also significant pay-metals. This is to maximize nickel recovery and minimize operating expenses. The nickel and cobalt are expected to be purified using solvent extraction, ion exchange and precipitation, which are all commercially proven hydrometallurgical processes. Battery grade nickel and cobalt sulfate are expected to then be crystallized from the purified solutions.

The pyrometallurgical process is expected to form two byproducts as well as the matte for the hydrometallurgical refinery:

- an electric furnace slag containing silica and 53% MnO that is intended to be sold as feed to the Si-Mn industry; and
- a converter aisle slag that could be used for aggregate in road construction or other applications.

The hydrometallurgical refinery is expected to generate iron residues that would, for a stand-alone plant, require disposal. However, these streams can be recycled back to the pyrometallurgical plant for re-treatment and recovery of entrained pay metals.

Selection of ammonia as a principal reagent in the hydrometallurgical refinery means that an additional by-product, ammonium sulfate, may be generated. This could be sold into the fertilizer industry.

The copper cathode quality from direct electrowinning, without a solvent extraction step, is expected to be ≥99.9% Cu. Quality of the matte produced in the pyrometallurgical plant will have an impact on this, including the potential carryover of impurities beyond values assumed for the purpose of the IA.

The production of battery-grade nickel and cobalt sulfates is targeted instead of nickel or cobalt cathodes or other intermediate products.

In summary:

- All parts of the proposed process have commercial precedents in similar or analogous industries, however not as a whole continuous flowsheet.
- Pay-metals are recovered in the following forms:
    - Copper cathodes with an expected quality of ≥99.9% Cu.
    - Battery-grade nickel sulfate.
    - Battery-grade cobalt sulfate.
    - Rather than generating large waste streams, the process is expected to produce by-products including high manganese content furnace slag and ammonium sulfate.

The process assumptions used in this TOML and NORI IA will need to be verified as the project proceeds.

For more information on mineral processing and metallurgical testing, see Section 10 of the TOML and NORI IA.

Environmental studies, permitting, community, or social impact

Historically, a significant amount of technical work has been undertaken within the CCZ by contractors under the ISA and a significant body of information has been acquired during the past 40 years on the likely environmental impacts of collecting nodules from the seafloor.

TOML's offshore exploration campaigns have included sampling to support environmental studies, collection of high-resolution imagery and environmental baseline studies. A number of future campaigns are planned to collect data on ocean currents and water quality to assist plume modelling, environmental baseline studies, box core and multicorer sampling focused on benthic ecology and sediment characteristics.

The social impacts of the offshore operation are expected to be positive. The CCZ is uninhabited by people, and there are no landowners associated with the TOML Areas. No significant commercial fishing is carried out in the area. The project is expected to provide a source of revenue to the sponsor country, Tonga, and to the ISA.

The onshore environmental and social impacts have not yet been assessed because the process plant has not been designed in detail, and the location and host country (and hence regulatory regime) not confirmed. The planned metallurgical process is not expected to generate solid waste products.

For more information on environmental studies, permitting and social or community impact, see Section 17 of the TOML and NORI IA.

Internal controls and data verification

Data collected by TOML in 2013 and 2015 supports the historical data but also is of sufficient quantity and quality to allow estimation of an indicated mineral resource for five sub areas within TOML Areas B, C, D and F. More detailed data collected by TOML has also allowed estimation of a measured mineral resource for a single sub area within TOML Area B. Chain of custody, sample security, Quality Assurance and Quality Control were documented in detail for the TOML data.

The database provided by the ISA contains multiple independent datasets that were independently collected and sampled using similar methods (FFG or BC sampling) but with slightly different equipment and were assayed by different laboratories. Because the database contains multiple datasets the datasets can be compared with each other for the purpose of validating the internal consistency of the data. Additionally, there are a number of published summaries of data that have not been provided to the ISA but show similar mean grades to the data within the TOML Exploration Area.

The sample data are supported by independent third-party data, have been reviewed by the ISA LTC during the process of granting licenses to the Pioneer Contractors, and are maintained by the independent ISA.

The database includes all data submitted to the ISA that were collected in the Reserved Areas of the CCZ. The data were collected by parties completely independent of TOML or the previous owner of TOML and retained exclusively in the custody of the ISA prior to their transfer. The data sets were also subject to third-party review by the ISA's LTC, as part of the process of granting Pioneer Contractors Exploration Areas.

The original assay sheets from the laboratories for the individual nodule samples within the TOML Contract Area are not available. Neither are the quality control procedures used by the laboratories and the ISA. It is reasonable to infer that the historical data is of sufficient quality for an Inferred mineral resource estimate because:

- The ISA is an independent agency with significant accountability under the Law of the Sea. Part of its mandate is the receipt and storage of seafloor sampling data suitable for the estimation of nodule resources and the legally binding award of licenses. It is reasonable to assume that a reasonable level of care was applied by the ISA.

- Comparison of the six independent data sets from the CCZ shows a high level of consistency in abundance and grade and, conversely, provides no evidence of bias or systematic error in the TOML data.

- Recent TOML nodule sampling confirms the existence, and abundance and grade continuity of the polymetallic nodules within the TOML Exploration Areas.

The qualified person considered that the combination of the TOML historical nodule sample data (physical samples and photo based long axis estimates) combined with detailed backscatter, photo profiling and geological interpretation is sufficient to estimate polymetallic nodule indicated mineral resources and, in one small especially data rich area, measured mineral resources.

The primary characteristic of the polymetallic nodule deposit that separates this deposit from typical terrestrial manganese, nickel and copper deposits is that the nodules themselves can be accurately mapped through photo-profiles and backscatter acoustic response. The bulk of the polymetallic nodules sit on top of the seabed allowing them to be photographed. However, in some areas such as TOML Area D some nodules are partially covered by sediment making it more difficult to detect the presence and abundance of the nodules. The most accurate method for determining nodule abundance is through physical sampling by box-core or free fall-grab sampling. However, these methods are costly and result in wide sample spacing. Due to the fact that nodules are visible, photography can be used in many areas to estimate nodule abundance directly. The two methods for doing this are estimating the nodule percent coverage (percent of exposed nodule surface area within the photo) and measuring each individual nodule long-axis and then using these measurements to calculate abundance using variants of the formula defined by Felix (1980). The LAE method is the most accurate and preferred method but comes at a cost in the time to manually process each photo — limiting the number of photos that can be used for estimating abundance. The benefit of using photographs is being able to demonstrate continuity between physical sample location and accurately quantify nodule abundance. TOML is developing an automated method of doing these measurements for future application.

The qualified person considered the abundance estimates derived from photographs to date from TOML Areas B and C, to be suitable for estimating nodule abundance for the mineral resource.

For more information about quality control/quality assurance and data verification, see Section 8 and Section 9 of the TOML and NORI IA.

Qualified Persons

See "*NORI Contract Area – Qualified Persons*" for information about the qualified persons under the SEC Mining Rules that contributed to the NORI Area A PFS and the TOML and NORI IA.

Item 3. LEGAL PROCEEDINGS

Except as set forth below, we are not currently a party to any material legal proceedings.

On January 23, 2023, investors in the 2021 private placement from the Business Combination filed a lawsuit against us in the Commercial Division of New York Supreme Court, New York County, captioned Atalaya Special Purpose Investment Fund II LP et al. v. Sustainable Opportunities Acquisition Corp. n/k/a TMC The Metals Company Inc., Index No. 650449/2023 (N.Y. Sup. Ct.). We filed a motion to dismiss on March 31, 2023, after which the plaintiffs filed an amended complaint on June 5, 2023. The amended complaint alleges that we breached the representations and warranties in the plaintiffs' private placement Subscription Agreements and breached the covenant of good faith and fair dealing. The Plaintiffs are seeking to recover compensable damages caused by the alleged wrongdoings. We deny any allegations of wrongdoing and filed a motion to dismiss the amended complaint on July 28, 2023. On December 7, 2023, the Court granted our motion to dismiss the claim for breach of the covenant of good faith and fair dealing and denied our motion to dismiss the breach of the Subscription Agreement claim. We filed a notice of appeal regarding the Court's denial of our motion to dismiss the breach of the Subscription Agreement claim. The appeal was heard on November 8, 2024. The NY Appellate Division upheld the lower court's ruling in December 2024, moving the case into the discovery phase, which is currently ongoing. At this time no further court proceedings or trial date have been set. There is no assurance that we will be successful in our defense of this lawsuit or that insurance will be available or adequate to fund any settlement or judgment or the litigation costs of this action. Such losses or range of possible losses cannot be reliably estimated.

On November 8, 2024, a shareholder filed a putative class action against us and certain executives in federal district court for the Central District of California, captioned Lin v. TMC The Metals Company Inc., Gerard Barron, and Craig Shesky. The complaint alleges that all defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Messrs. Barron and Shesky violated Section 20(a) of the Exchange Act, by making false and/or misleading statements and/or failing to disclose information regarding the classification of the non-financial asset received from our partnership with Low Carbon Royalties Inc. and the derecognition of the capitalized exploration contract related to NORI. The alleged misstatements and omissions pertain to our initial classification of this non-financial asset as a gain on disposition (being a sale of future revenue) and subsequent reclassification thereof as a royalty liability (and re-capitalization of the exploration contract) and the restatement of our previously issued financial statements as a result thereof for the three months ended March 31, 2023, the six months ended June 30, 2023 and the nine months ended September 30, 2023 in March 2024. The complaint purports to represent a class of shareholders who acquired our securities between May 12, 2023, and March 25, 2024, and seeks to recover compensable damages caused by the alleged wrongdoings. On February 6, 2025, the Court appointed a lead plaintiff. An amended complaint was filed on March 6, 2025. Pursuant to court-approved scheduling, we filed our motion to dismiss on April 10, 2025. The lead plaintiff filed an opposition on May 15, 2025, and we filed our reply on June 5, 2025. On June 18, 2025, the Court granted our motion to dismiss in full but granted plaintiffs leave to amend. The plaintiffs filed a Second Amended Complaint on July 2, 2025. Our motion to dismiss the Second Amended Complaint was filed on August 6, 2025, the plaintiff's opposition was filed on September 9, 2025, and our reply was filed by September 23, 2025. On January 20, 2026, the Court granted our motion to dismiss with prejudice, and the case was dismissed in its entirety. No appeal was filed, and the matter is now considered closed.

On January 16, 2026, American Metal Inc. and American Metal Resources LLC filed a civil claim in the Supreme Court of British Columbia, Vancouver Registry, captioned American Metal Inc. and American Metal Resources LLC v. TMC The Metals Company Inc. and The Metals Company USA LLC, No. S260335. The notice of civil claim alleges various causes of action, including tortious intimidation, breach of contract, breach of confidence and breach of the duty of honest performance, arising from discussions between the parties regarding potential collaboration and the submission of applications for deep seabed mineral exploration licenses to the United States National Oceanic and Atmospheric Administration. The plaintiffs seek damages and other relief, including a declaration and constructive trust in respect of any exploration licenses awarded to TMC USA. On March 3, 2026, we filed a response to civil claim denying the material allegations in the notice of civil claim. On the same date, we filed a counterclaim against Robert Heydon, American Metal Inc. and American Metal Resources LLC alleging, among other things, breach of contract, breach of confidence, breach of fiduciary duty, inducement of breach of contract and related claims arising from the alleged misuse of the Company's confidential information in connection with competing license applications. The litigation is in its early stages and no trial date has been set. We intend to vigorously defend against the claims and pursue our counterclaim. At this time, we are unable to estimate the potential loss, if any, associated with this matter.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common shares and Public Warrants trade on The Nasdaq Global Select Market under the symbols "TMC" and "TMCWW," respectively.

Shareholders and Holders of Public Warrants

As of March 26, 2026, there were approximately 433,188,187 common shares issued and outstanding held of record by 356 holders, approximately 15,000,000 Public Warrants held of record by one holder exercisable for one common share at a price of $11.50 per share.

Such numbers do not include beneficial owners holding our securities through nominee names.

Unregistered Sales of Securities

None

Issuer Purchases of Equity Securities

We did not repurchase any of our equity securities during the quarter ended December 31, 2025.

Ownership and Exchange Controls

See Exhibit 4.1 to this Annual Report for a summary of certain ownership and exchange controls imposed by Canadian law or by our Notice of Articles and Articles on the right of a non-resident of Canada to hold or vote common shares or restricts the export or import of capital, or that would affect the remittance of dividends (if any) or other payments by us to a non-resident of Canada holder of common shares.

Material U.S. and Canadian Federal Income Tax Considerations

See Exhibit 4.1 to this Annual Report for summaries of the material U.S. federal income tax considerations applicable to you if you are a U.S. Holder (as defined below) of our common shares and/or Public Warrants and the material Canadian federal income tax considerations pursuant to the Income Tax Act (Canada) and the regulations thereunder (the "Tax Act") that generally apply to the acquisition, holding and disposition of common shares and Public Warrants by a person who is neither resident nor deemed to be resident in Canada for purposes of the Tax Act and acquires a beneficial interest in common shares or Public Warrants.

Item 6. [RESERVED]

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of the financial condition and results of our operations should be read in conjunction with the financial statements and the notes to those statements appearing elsewhere in this Annual Report. Some of the information contained in this discussion and analysis or set forth elsewhere in this Annual Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should read the risk factors set forth in Item 1A of this Annual Report for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

We are a deep seabed minerals developer focused on the collection, processing and refining of polymetallic nodules found on the seafloor in international waters of the Clarion Clipperton Zone ("CCZ"), with NORI Area D located about 1,500 miles (or 2,400 kilometers) south-west of San Diego, California. The CCZ is a geological submarine fracture zone of abyssal plains and other formations in the Eastern Pacific Ocean, with a length of around 7,240 kilometers (4,500 miles) that spans approximately 4,500,000 square kilometers (1,737,000 square miles). Polymetallic nodules are discrete rocks that sit unattached to the seafloor, occur in significant quantities in the CCZ and have high concentrations of nickel, copper, cobalt and manganese, alongside meaningful concentrations of rare earth elements (REEs) in a single rock.

Our mission is to build a carefully managed shared stock of metal (a "metal commons") that can be used, recovered and reused for generations to come. We believe significant quantities of newly mined metal are required because existing metal stocks are insufficient to meet rapidly rising demand.

The four metals and REEs contained in the polymetallic nodules are on the U.S. Department of Interior's "2025 List of Critical Minerals", with end-uses in strategic sectors including semiconductors and AI data centers, steel manufacturing, the defense and marine industrial base. Nickel was included on the list of 13 minerals selected by the U.S. Department of War in March 2026 for targeted procurement efforts through the Defense Industrial Base Consortium. Our resource definition work to date shows that nodules in our contract areas represent the world's largest estimated undeveloped resource of several of these critical metals. If we are able to collect polymetallic nodules from the seafloor on a commercial scale, we plan to use such nodules to initially produce nickel, cobalt and copper-bearing intermediate and metal cathode products as well as a manganese silicate product of approximately 40% manganese comparable to medium-grade manganese ore. Once in production, we may explore expanding into other product formats including silicomanganese alloy, battery-grade sulfates and precursor Cathode Active Materials (pCAM), as well as extracting REEs contained in nodules.

We are now in the development stage following the release of the results of a pre-feasibility study on one of our development areas in a report titled *S-K 1300 Prefeasibility Study for NORI Area D Technical Report Summary*, dated August 4, 2025, prepared by AMC Consultants Pty Ltd. and other qualified persons (the "NORI-D PFS"), which declared the world's first mineral reserves for a seafloor polymetallic nodule project demonstrating the project's economic viability. We also recently released an initial assessment of certain of our other development areas in a report titled *S-K 1300 Technical Report Summary—Initial Assessment of TOML and NORI Properties*, Clarion-Clipperton Zone, dated August 4, 2025, prepared by AMC Consultants Pty Lt. and other qualified persons (the "TOML and NORI IA" together with the NORI-D PFS, the "Technical Reports"). We have yet to obtain a commercial recovery permit or other related offshore and onshore permits from the regulators. Additionally, we do not yet hold the environmental or other permits required to construct and operate commercial-scale polymetallic nodule processing and refining facilities on land.

Two parallel regulatory regimes exist to regulate deep seabed exploration and extraction activities in the high seas. The United States adopted the Deep Seabed Hard Mineral Resources Act of 1980 ("DSHMRA"), a U.S. domestic statute administered by the U.S. Department of Commerce through the National Oceanic and Atmospheric Administration ("NOAA") to regulate deep-sea mining activities of its citizens in the high seas. NOAA implemented regulations for exploration licenses in 1981 and for commercial recovery permits in 1989 and amended these regulations introducing a consolidated exploration license and commercial recovery permit application process in 2026. In parallel, the International Seabed Authority ("ISA"), comprised today of 171 countries and the European Union was established in 1994, pursuant to the United Nations Convention on the Law of the Sea ("UNCLOS") to regulate deep seabed exploration and exploitation activities of the nationals of Member States. The ISA has adopted exploration regulations in 2000 (amended in 2013 and 2014) and issued 19 polymetallic nodule exploration contracts (17 of which are located in the CCZ) but has been unable to adopt the final exploitation regulations, standards and guidelines despite initiating work in 2014. Almost 30 countries, including the United States, have not ratified UNCLOS and are not Member States of the ISA. The United States has remained a persistent objector to UNCLOS ratification, primarily due to its Part XI seabed mining provisions.

We continue focusing on advancing our commercial production strategy under the DSHMRA regime. In April 2025, our wholly owned subsidiary, The Metals Company USA, LLC (“ TMC USA”), submitted two exploration license applications (covering 187,017 square kilometers in the CCZ referred to as TMC USA-A and TMC USA-B) and one commercial recovery permit application (covering 25,160 square kilometers in the CCZ referred to as TMC USA-A) to NOAA. Following the introduction of the consolidated application process by NOAA in January 2026, TMC USA submitted a consolidated exploration license and commercial recovery permit application covering a subset of TMC USA-A area previously applied over in April 2025. The application areas in total are estimated to hold approximately 1.639 billion wet tonnes of measured, indicated and inferred mineral resources. Together, the mineral resources are estimated to contain approximately 15.5 million tonnes of nickel, 12.8 million tonnes of copper, 2.0 million tonnes of cobalt, and 345 million tonnes of manganese.

We believe that DSHMRA provides a viable and robust regulatory path to commercial production, distinct from the ISA regime under UNCLOS, which despite expectations to the contrary, has repeatedly failed to adopt the Regulations and Standards and Guidelines on the Exploitation of Mineral Resources in the Area. On April 24, 2025, the Executive Order 14825, titled “Unleashing America’s Offshore Critical Minerals and Resources” directed the Commerce Secretary to implement an expedited permitting process under DSHMRA. In addition to directing the International Development Finance Corporation, Export-Import Bank and Trade and Development Agency to identify tools to support this new industry, the Executive Order instructed the Departments of War and Energy to assess the use of the National Defense Stockpile for nodule-derived minerals and of entering into offtake agreements for the procurement of these minerals. These departments were also directed to review and support domestic processing capabilities for seabed mineral resources.

At the same time as we pursue the U.S. regulatory pathway, we continue to maintain our ISA contracts and comply with all of our contractual obligations under the ISA system. While the ISA does not have jurisdiction over activities conducted under the regulatory authority of the United States, we maintain two ISA exploration contracts in the CCZ, one held by our subsidiary Nauru Ocean Resources Inc. (“NORI”), sponsored by the Republic of Nauru (“Nauru”), and another held by Tonga Offshore Mining Limited (“TOML”), sponsored by the Kingdom of Tonga (“Tonga”). Operations of NORI and TOML in the CCZ are being conducted under our ISA exploration contracts and will be conducted under these contracts until TMC USA receives an exploration license or commercial recovery permit under DSHMRA from NOAA.

We have key strategic partnerships with (i) Allseas, a leading global offshore engineering contractor, which developed and tested a pilot collection system, and is now modifying it into the first commercial production system, (ii) Pacific Metals Co. Ltd. (“PAMCO”), an experienced Japanese ferronickel producer, which is responsible for pre-feasibility and feasibility studies on nodule processing at their smelting facilities in Hachinohe, Japan, (iii) Korea Zinc, a world leader in non-ferrous metal refining and precursor Cathode Active Material (“pCAM”) technology, partnering to advance development in the U.S. and (iv) Mariana Minerals, a software-first mineral developer and operator working as part of TMC USA’s owners’ team to accelerate the development of potential domestic onshore processing and refining facilities (“Mariana”) and (v) Glencore International AG (“Glencore”) which holds offtake rights to 50% of the NORI nickel and copper production if produced from a TMC-owned or controlled facility. In addition, we are working with engineering firm Hatch Ltd. (“Hatch”) and consultants Kingston Process Metallurgy Inc. (“KPM”) to develop, test and engineer a near-zero solid waste flowsheet. The primary processing stages of the flowsheet from nodule to NiCuCo matte intermediate were demonstrated as part of our pilot plant program at FLSmidth facilities in Pennsuylvania, USA and XPS’ (Glencore subsidiary) facilities in Ontario, Canada; and later at industrial scale at PAMCO’s facilities in Hachinohe, Japan. The matte refining stages have been tested at an SGS facility in Lakefield Canada with positive results. The near-zero solid waste flowsheet provides a design that is expected to serve as the basis for our onshore processing facilities. On March 19, 2026, we signed a Strategic Partnership Agreement with Mariana focusing on the potential development of a nodule processing and refining facility in the Port of Brownsville, Texas as part of our owner’s team.

To reach our objective and initiate commercial production, we are working to: (i) further refine our project economics, (ii) completed the development and commision a commercial offshore nodule collection system, (iii) continue to assess the environmental, social and cultural impacts of offshore nodule collection, and (iv) secure existing foreign and/or develop new domestic U.S. onshore facilities to process collected polymetallic nodules into a manganese silicate product, an intermediate nickel-copper-cobalt matte product and end-products of nickel, cobalt and copper metal.

2025 Highlights

Below are a few of the developments that occurred in 2025.

Developments with our Projects

Publication of Technical Reports Prepared under Subpart 1300 of Regulation S-K

On August 4, 2025, we released (i) the NORI-D PFS, which declared the world's first mineral reserves for a seafloor polymetallic nodule project demonstrating the project's economic viability, and the TOML and NORI IA, which provided a concept level valuation for the resources outside of NORI Area D. The NORI-D PFS covers a portion of the area that is included in NORI's ISA exploration contract and in TMC USA's consolidated application for exploration license and commercial recovery permit (TMC USA-A) under DSHMRA. The TOML and NORI IA covers the remaining areas held under NORI's and TOML's ISA exploration contracts and portions of the areas covered under TMC USA's applications for exploration license and commercial recovery permits under DSHMRA.

TMC USA Submits Applications for Commercial Recovery of Deep-Sea Minerals Under U.S. Seabed Mining Code

On April 29, 2025, we announced that TMC USA had submitted the first-ever application for a commercial recovery permit and two exploration licenses under DSHMRA. The application area for the commercial recovery permit, TMC USA-A, covers a total combined area of 25,160 square kilometers in the CCZ which includes areas that contain the Company's already indicated and measured resources. TMC USA also submitted two exploration license applications: TMC USA-A and TMC USA-B with a total combined area of 187,017 square kilometers. The Company believes the TMC USA-A and USA-B exploration areas contain 1.635 billion wet tonnes of polymetallic nodules, with an additional potential exploration upside. The resources are estimated to contain approximately 15.5 million tonnes of nickel, 12.8 million tonnes of copper, 2.0 million tonnes of cobalt, and 345 million tonnes of manganese.

NOAA Confirms Full Compliance of TMC USA's Exploration License Applications

On August 11, 2025, TMC USA received notice of full compliance from NOAA on its exploration applications, and confirmation that TMC USA has priority right over both exploration areas. Both applications entered the certification stage in late July 2025. The news follows earlier determinations by NOAA in May 2025 that the applications were in substantial compliance, which we believe demonstrates a systematic regulatory process under DSHMRA as we target a fourth quarter 2027 commissioning, subject to timely obtaining all necessary regulatory approvals.

TMC Pioneers Process to Produce High-Purity Manganese Sulfate from Seafloor Nodules

In November 2025, we announced that we had successfully produced battery-grade, high-purity manganese sulfate from our nodule-derived manganese silicate product during bench scale trials at our partner KPM's operating facility in Ontario. North America is largely reliant on foreign sources of manganese. As the planet's largest source of manganese, nodules hold significant potential to supply a range of key industries from steelmaking and infrastructure to energy, defense and automotive manufacturing, with automakers increasingly turning toward manganese-rich cathode chemistries for their next-generation electric vehicles.

TMC and PAMCO Achieve Nodule Processing Milestone

On February 18, 2025, we announced that PAMCO had successfully smelted 450 tonnes of calcine into 35 tonnes of NiCuCo alloy and 320 tonnes of Mn silicate products, during a campaign to process a 2,000-tonne sample of deep-seafloor polymetallic nodules at our partner PAMCO's Hachinohe Rotary Kiln Electric-Arc Furnace facility in Hachinohe, Japan, demonstrating the process at scale. The process data and operational experience gathered during the processing trial was used by PAMCO to complete a feasibility study in June 2025 which will inform expected definitive processing agreements between the parties.

U.S. Regulatory Developments

TMC Welcomes U.S. Executive Order to Expedite Permitting and Evaluate Offtake of Critical Minerals from Nodules in the High Seas

On April 25, 2025, we welcomed an Executive Order signed by President Trump to create a robust domestic supply for critical minerals derived from seabed resources. The Executive Order, 'Unleashing America's Offshore Critical Minerals and Resources', directs the Commerce Secretary to implement an expedited permitting process under the DSHMRA, a statute passed by Congress in 1980. In addition to directing the International Development Finance Corporation, Export-Import Bank and Trade and Development Agency to identify tools to support this new industry, the order instructs the Departments of War and Energy to assess the use of the National Defense Stockpile for nodule-derived minerals and entering into offtake agreements for the procurement of these minerals. These departments are also directed to review and support domestic processing capabilities for seabed mineral resources and Defense Production Act authorities. The executive order also issued a directive for a joint assessment, led by the Secretaries of Commerce, State, Interior, and Energy in coordination with U.S. partners and allies, on the feasibility of an international seabed benefit-sharing mechanism.

Corporate Developments

TMC and Nauru Announce Updated Sponsorship Agreement for Nauru Ocean Resources Inc. (NORI)

On June 4, 2025, we announced the signing of a revised Sponsorship Agreement (Agreement), updating the terms of the Agreement signed between the parties in 2017. The Agreement guarantees that Nauru will continue to receive existing financial benefits, training and capacity building programs and in-country community and social programs it receives today, while ensuring that, in consideration for its continued sponsorship of NORI, Nauru will receive continuity benefits upon the commencement of commercial production by any subsidiary of TMC, other than NORI, under the U.S. regulatory regime.

TMC and Tonga Announce Updated Sponsorship Agreement for Tonga Offshore Mining Ltd. (TOML)

On August 4, 2025, we announced the signing of a revised Sponsorship Agreement (Agreement), updating the terms of the Agreement signed between the parties in 2021. The Agreement guarantees that Tonga will continue to receive existing financial benefits, training and capacity building programs and in-country community and social programs it receives today, while ensuring that, in consideration for its continued sponsorship of TOML, Tonga will receive continuity benefits upon the commencement of commercial production by any subsidiary of TMC, other than TOML, under the U.S. regulatory regime.

Rutger Bosland, Pioneering Engineer and Technical Lead on Development of TMC's Nodule Collection System, Joins TMC to Drive Commercial Readiness

On April 15, 2025, we announced that Rutger Bosland, the engineer and technical lead who oversaw the design, build, and successful test deployment of Allseas' integrated nodule collection system, had joined the Company as Chief Innovation and Offshore Technology Officer (CIOTO). Rutger will lead offshore innovation and efforts to scale our technologies for commercial production. He brings world-class expertise in deep-sea mining, naval architecture, and offshore operations to TMC, having led a team of 80+ engineers in developing TMC's nodule collection system, and Allseas' program to scale-up nodule collection technology in preparation for TMC's planned commercial operations.

Industry Developments

TMC CEO Testifies to U.S. House of Representatives on Benefits of Nodules

On April 29, 2025, our CEO Gerard Barron gave testimony during a meeting of the U.S. House Natural Resources Subcommittee on Oversight and Investigations at a hearing titled, "*Exploring the Potential of Deep-Sea Mining to Expand American Mineral Production*". In his remarks as an expert witness, Mr Barron highlighted the abundant, unattached polymetallic nodule resource as a platform to secure new supplies of critical minerals essential for U.S. infrastructure, defense, energy and technology. Another expert witness, Dr. Thomas Peacock of MIT — one of the world's leading experts on deep-sea sediment plume dynamics — asked the Committee to be wary of misinformation, stating "unfortunately it's not the case" that the latest scientific findings are being used to drive decisions and discussions about deep-sea mining.

Peer-reviewed Rebuttal to Publication

On December 19, 2025, a peer-reviewed rebuttal was published in Frontiers in Marine Science refuting earlier claims in a paper published by Nature Geoscience that purported that seafloor nodules produce oxygen in the absence of sunlight. The rebuttal argues that the dark oxygen hypothesis is incompatible with decades of established evidence, and far better explained by the deliberate omission of contradictory data and improper equipment use. The peer-reviewed rebuttal follows the earlier submission of multiple rebuttals to Nature warning of serious flaws with the paper's methodology and claims, including selective reporting of data and omission of key evidence which showed oxygen levels increasing without nodules, directly contradicting the authors' claims.

Peer-reviewed Nature Study

On December 5, 2025, a peer-reviewed study published in *Nature Ecology & Evolution*, based on data collected two months after TMC's test mining, confirmed that biodiversity impacts were confined to the directly mined areas, with no significant changes in plume-affected zones. Independent researchers observed 37% fewer organisms and a 32% reduction in species richness within collector tracks—impacts that were expected and less severe than anticipated. There will likely have been recolonization of mined areas over time, increasing species richness as has been observed with other size classes of sedimentary benthic biota.

Peer-reviewed Nature study demonstrates seafloor plume stays low, settles fast

On November 27, 2025, a peer-reviewed study published in Nature based upon in-field data gathered from TMC's test mining using innovative thorium-tracing techniques shows the plume stays low, settles fast, with concentrations returning to background levels within just 1-2 kilometers.

Financing

TMC Announces Registered Direct Offering for $37 million

On May 12, 2025, we entered into a securities purchase agreement with certain new and existing investors, including an existing strategic investor, for the sale of an aggregate of 12,333,333 common shares (the "Shares") and accompanying Class C warrants (the "Class C Warrants"), in a registered direct offering. The offering price was $3.00 per Share, resulting in gross proceeds of $37.0 million ($36.75 million after associated fees), with each Share including an accompanying Class C Warrant to purchase one common share. The Class C Warrants are exercisable immediately upon issuance at a price of $4.50 per share and expire three years from issuance. The Class C Warrants include customary anti-dilution protections and a repurchase feature, permitting the Company to repurchase the warrants for $0.0001 per Common Share underlying the Class C Warrants if the volume-weighted average price of the Company's common shares exceeds $7.00 per share for each trading day in a consecutive 20-trading-day period.

Strategic Investment from Korea Zinc — a World-Leader in Non-Ferrous Metal Refining and pCAM Technology

On June 16, 2025, we announced that Korea Zinc, a world leader in non-ferrous metal refining and precursor Cathode Active Material (pCAM) technology, had agreed to make a strategic investment of approximately $85.2 million in us through the purchase of common shares and warrants in a private placement. Under the terms of the agreement, Korea Zinc purchased 19.6 million common shares at the last market closing price of $4.34 per share and received a three-year warrant to purchase 6.9 million common shares (0.35 warrant shares for every 1 initial common share for no additional consideration) with an exercise price of $7.00 per share, subject to call exercise provisions at our option should our common shares trade above $10.00 for 20 consecutive days. Upon closing on June 26, 2025, Korea Zinc became one of our largest strategic shareholders with ownership of approximately 5% of our outstanding common shares. As part of this investment, in July 2025, Yun B. Choi, the Chief Executive Officer of Korea Zinc became a non-voting observer to our board of directors.

TMC Board Appointments

Appointment of Michael Hess and Alex Spiro to our Board of Directors

On June 16, 2025, we announced the appointment of Michael Hess and Alex Spiro to our Board of Directors strengthening our board as we execute on our U.S. strategy and accelerate progress toward commercial recovery of polymetallic nodules in international waters under the existing U.S. seabed mining code. Mr. Hess brings deep operational and investment experience in the U.S. energy sector, along with a strong network and strategic perspective that will support our path toward commercial operations under U.S. law. Mr. Spiro adds significant legal and capital markets expertise, and his counsel is already proving valuable as we work closely with NOAA and engage with the new Administration to advance our application.

Developments Subsequent to December 31, 2025

TMC Welcomes NOAA Rule Modernizing Deep-Seabed Mining Permits for U.S. Companies in the High Seas

On January 21, 2026, we welcomed the new rule issued by the National Oceanic and Atmospheric Administration (NOAA) updating regulations governing deep seabed mineral exploration and commercial recovery under DSHMRA. Final rule establishes a consolidated application and review process under DSHMRA, allowing companies that have completed the necessary exploration, environmental, and technological development work to rely on exploration-phase data in commercial recovery permit applications, reducing duplication and improving regulatory efficiency.

TMC USA Files First Consolidated Deep-Seabed Mining Application, Increasing Expected Commercial Recovery Permit Area to 65,000 km^2

On January 22, 2026, we announced that TMC USA had submitted a consolidated application to NOAA for an exploration license and a commercial recovery permit for polymetallic nodules in international waters of the CCZ. The application represents the first consolidated exploration license and commercial recovery permit application submitted under NOAA's new consolidated application and review process and increases the applied for commercial recovery area from ~25,000 to ~65,000 km2, with an estimated resource of 619 million tonnes (Mt) of wet nodules and a potential exploration upside. TMC USA was able to apply under NOAA's new consolidated process because it can demonstrate the scientific, technical and financial capability to pursue commercial recovery activities expeditiously.

NOAA Determines TMC USA's Consolidated Deep-Seabed Mining Application is in Substantial Compliance

On March 9, 2026, we announced that NOAA determined that the consolidated application submitted by TMC USA for an exploration license and commercial recovery permit is in substantial compliance with the applicable requirements under DSHMRA and its implementing regulations. This determination marks a key step in the U.S. regulatory process for exploration and commercial recovery of polymetallic nodules in the CCZ under NOAA's new rule establishing a consolidated application and review process. The process enables a more efficient regulatory timeline by allowing exploration-phase environmental, geological, and engineering data to be incorporated directly into the commercial recovery review.

Strategic Partnership with Mariana Minerals

On March 19, 2026, we signed a Strategic Partnership Agreement with Mariana Minerals ("Mariana") focusing on the potential development of a nodule processing and refining facility in the Port of Brownsville, Texas as part of our owner's team. Mariana brings an AI, software-first approach to the permitting, construction and operation of critical mineral projects: fast-tracked capital project execution, which enabled Tesla to build its Lithium plant in Texas in less than 20 months and is core to how SpaceX and other cutting edge businesses operate, can be even further accelerated via a software-first approach and offers a faster, more modern pathway to re-industrialization.

Exclusivity on Lease Option for Site in Brownsville, Texas

On March 27, 2026, we announced that TMC USA currently holds an exclusive right of negotiation with the Port of Brownsville, Texas on a lease and / or lease option for land sufficient to develop a domestic nodule processing and refining ecosystem for TMC USA and other American nodule developers, with the ultimate decision conditional on U.S. government support. The option on a 50-year lease covers a total of 1,466 acres of land at the Port of Brownsville, Texas, in two separate land parcels (735 acres on the Brownsville Texas Shipping Channel and an adjacent 731 acres). There is currently no financial commitment required of TMC USA.

Regulation of Mining of Deep-Sea Polymetallic Nodules by the United States

The Deep Seabed Hard Mineral Resources Act

DSHMRA establishes a domestic legal regime for U.S. citizens to explore for and commercially recover hard mineral resources from the seabed in areas beyond U.S. national jurisdiction. DSHMRA affirms that deep-sea mining is a lawful freedom of the high seas, subject to a duty of reasonable regard to the interests of other states in their exercise of those and other freedoms recognized by the general principles of international law, and provides a regulatory structure administered by NOAA, an agency under the U.S. Department of Commerce. NOAA's implementing regulations detail the criteria and conditions for issuance of deep seabed exploration licenses and commercial recovery permits to U.S. citizens, including any individual, corporation, or other entity organized under the laws of a U.S. state or territory.

The purpose of DSHMRA is to promote the development of seabed minerals by U.S. citizens while ensuring environmental protection, avoidance of conflict with other high seas uses, and consistency with international law. Before any license or permit is issued, NOAA must determine that the proposed activities meet a series of statutory requirements, including that the activity: (i) will not unreasonably interfere with the lawful use of the high seas by other states; (ii) is consistent with U.S. foreign policy and international obligations; (iii) does not create a risk to international peace and security; (iv) is not expected to result in significant adverse environmental effects; and (v) does not pose undue risk to life or property at sea. These findings reflect NOAA's mandate of advancing U.S. commercial interests in seabed minerals while minimizing environmental and diplomatic risk.

We believe NOAA has historically adopted a cautious and science-based regulatory posture under DSHMRA, coordinating with other U.S. federal agencies and supporting environmental studies to inform future decisions. In the 1980s and 1990s, the United States entered into reciprocal recognition arrangements with other nations with similar domestic seabed mining laws, helping avoid overlapping claims prior to the establishment of the ISA. Once the ISA became operational in the 1990s, most reciprocating states transitioned to the UNCLOS/ISA system. The United States, however, remains outside that framework. NOAA is not restricted under DSHMRA from issuing licenses or permits over areas that are also subject to ISA exploration or exploitation contracts.

Exploration licenses under DSHMRA grant exclusive rights to conduct technical studies in a defined area and are issued for ten-year terms, subject to extension. Commercial recovery permits authorize full-scale extraction for a period of 20 years subject to extension and are subject to enhanced environmental and operational requirements. To date, NOAA has issued exploration licenses over four areas. Two of these licenses (USA-1 and USA-4) remain active and are currently held by Lockheed Martin. These licenses have been renewed until 2027 in accordance with DSHMRA's statutory provisions, which require NOAA to grant extensions if the licensee has substantially complied with license terms. NOAA has not issued any commercial recovery permits under DSHMRA as no U.S. citizen had applied for a commercial recovery permit prior to TMC USA.

The certification process includes an interagency consultation with other U.S. government departments (including the Department of State, the Department of War, and the Environmental Protection Agency). Following certification, an Environmental Impact Statement, or EIS, is expected to be prepared under NEPA, and a public comment period will be provided. Following the public comment period, NOAA will determine whether to issue the requested licenses and permit, and if so, under what terms and conditions. All licenses and permits issued under DSHMRA are subject to oversight, periodic reporting, and potential suspension or revocation for noncompliance or unforeseen environmental harm.

DSHMRA and its implementing regulations do not include a statutory deadline for application review. However, the Executive Order signed by President Trump on April 24, 2025, directs the Commerce Secretary to implement an expedited permitting process under DSHMRA.

DSHMRA requires that all mining vessels and at least one transport vessel are U.S. flagged. TMC USA will ensure all vessels contracted for commercial recovery comply with relevant laws pertaining to vessel standards and crew safety. DSHMRA also requires that recovered minerals be processed in the United States unless a waiver is granted, in which case the permittee is required to provide assurances that processed materials are returned to the United States. We are currently evaluating U.S.-based vessel and processing options to satisfy this requirement as well as working with Japan and South Korea-based supply chain to ensure processed materials can be returned to the United States in the event the permit to process outside the United States is granted for an initial period. If necessary, we expect to seek a waiver based on the statutory criteria and applicable regulations.

We expect to become subject to additional U.S. laws and regulations as development progresses and are in the early stages of analyzing their applicability and potential impact on our operations.

Existing ISA Exploration Contracts

We currently hold exploration rights to certain polymetallic nodule areas in the CCZ through our subsidiaries NORI and TOML, sponsored by the Republic of Nauru and the Kingdom of Tonga, respectively.

NORI, our wholly-owned subsidiary, holds exploration rights to four blocks (NORI Area A, B, C, and D, the "NORI Contract Area") covering 74,830 square kilometers in the CCZ that were granted by the ISA in July 2011. NORI is sponsored by Nauru pursuant to a certificate of sponsorship signed by the Government of Nauru on April 11, 2011. In September 2017, Nauru and NORI entered into a sponsorship agreement formalizing certain obligations of the parties in relation to NORI's exploration and potential collection of nodules in the NORI Contract Area, which was revised in May 2025.

TOML, our wholly-owned subsidiary which we acquired in March 2020, holds exploration rights to an area covering 74,713 square kilometers in the CCZ that were granted by the ISA in January 2012 (the "TOML Contract Area"). On March 8, 2008, Tonga and TOML entered into a sponsorship agreement formalizing certain obligations of the parties in relation to TOML's exploration and potential collection of nodules in the TOML Contract Area, which was most recently revised in August 2025.

Key Trends, Opportunities and Uncertainties

We are currently a pre-revenue company, and we do not anticipate earning revenues (other than potential service revenue) until one of our wholly-owned subsidiaries receives an exploitation contract or commercial recovery permit and we are able to successfully collect and process polymetallic nodules into saleable products on a commercial scale. We believe that our performance and future success pose risks and challenges, including those related to the approval of an application for a commercial recovery permit, development of environmental terms, conditions and restrictions associated with our application and development of our technologies to collect and process polymetallic nodules. The timing of NOAA's review and decision on our exploration license and commercial recovery permit applications under DSHMRA remains uncertain and is outside the Company's control. Actual timelines for certification, environmental review, and potential issuance of licenses or permits may differ materially from management's expectations. These risks, as well as other risks, are discussed in Item 7A entitled "*Quantitative and Qualitative Disclosures About Market Risk*" and Item 1A entitled "*Risk Factors*" included in this Annual Report.

Impact of Climate Change

We are committed to adopting the Task Force on Climate-Related Financial Disclosures recommendations. In our Impact Report, we provided climate-related disclosure and shared how our vision is aligned with supporting the global energy transition and contributing to a circular metals economy. We recognize that climate change may have a meaningful impact on our financial performance over time, and we continue the process of assessing key risks and corresponding action plans to mitigate their negative impact of climate change on our operations.

Our climate related transition risks and opportunities are likely to be driven by changes in regulation, public policy, and technology as well as risk of business disruptions due to climate related events.

Regulatory risks

Regulations related to emissions limits, such as cap-and-trade schemes and carbon taxes, would likely increase our future cost of operations, energy purchase, and equipment selection in addition to costs associated with potential carbon tax and/or purchase of carbon offsets. It is difficult to estimate the impact of potential future regulations on future operations.

We are working on a plan for continuous reduction of emissions and aiming to develop operations with near zero emissions. When selecting the location of our onshore plant, one of our requirements is access to renewable energy as our metallurgical process will be the most energy intensive step in our operations. In addition, we are seeking to replace metallurgical coal used as reductant during calcining of nodules and have tested potential renewable alternatives. We are also identifying the best approach for decarbonizing our offshore operations. To date, we have not experienced any material impact to our business related to potential regulations but will continue to evaluate and monitor future developments.

Public policy risks

We are seeking to close the emerging supply gap of the critical metals contained in nodules needed for the transition to renewable energy and adoption of EVs and other critical and/or emerging applications. We plan to take advantage of this opportunity to supply these potentially lower carbon critical metals, avoid deforestation, and help reduce the cost of batteries.

Technology risks

The timing and deployment of technologies to support the transition to a lower carbon economy can be uncertain. Investments in assets with long lifespans require the selection of not only the proper technology, but also the proper timing to retain the ability to adapt to future developments. There are also risks associated with the additional costs of lower emissions technology and transition to renewables. To mitigate this risk, we based our flowsheet development on existing proven technology, while retaining sufficient flexibility to be able to retrofit processes with new lower carbon technology as they become available.

Physical risks

Our main activity currently consists of offshore exploration campaigns for research and testing purposes, and technology development at partner facilities. However, once a location is selected for our onshore metallurgical plant, we will assess the risks associated with hurricanes, floods, and extreme weather.

Impact of Global Inflation

The global inflation rate stayed relatively high in 2025 and over the past several years, marine fuel prices and vessel day rates remained high and have increased our exploration expenses beyond what was originally expected. Additionally, we are experiencing higher offshore labor costs through our contractors.

As a pre-revenue company, persistent inflation may affect our ultimate cash requirements prior to our ability to begin commercial production.

Basis of Presentation

We currently conduct our business through one operating segment. As a pre-revenue company with no commercial operations, our activities to date have been limited. Our results are reported under Generally Accepted Accounting Principles in the United States ("U.S. GAAP") and in U.S. dollars.

Components of Results of Operations

We are in the development stage with no revenue to date and a net loss of $319.8 million for the year ended December 31, 2025, compared to a net loss of $81.9 million in the prior year. We have an accumulated deficit of approximately $951.3 million from inception through December 31, 2025.

Our historical results may not be indicative of our future results for reasons that may be difficult to anticipate. Accordingly, the drivers of our future financial results, as well as the components of such results, may not be comparable to our historical or projected results of operations.

We align our operating expenses based on activity performed by our personnel which allocates these costs under Exploration and Evaluation expenses and General and Administrative expenses. This alignment is adjusted throughout the year to reflect changes in business activities.

Revenue

To date, we have not generated any revenue. We expect to generate revenue once we receive a commercial recovery permit, and we are able to successfully collect and process polymetallic nodules into saleable products on a commercial scale. Any revenue from initial production is difficult to predict.

Exploration and Evaluation Expenses

We expense all costs relating to exploration and development of mineral claims. Such exploration and development costs include, but are not limited to, regulatory approvals, exploration mineral title management, geological, geochemical and geophysical studies, environmental baseline studies and process development activities. Our exploration expenses are impacted by the amount of exploration work conducted during each period. The acquisition cost of polymetallic nodule mineral title will be charged to operations as amortization expense on a unit-of-production method based on proven and probable reserves should commercial production commence in the future.

General and Administrative Expenses

General and administrative ("G&A") expenses consist primarily of compensation for employees, consultants and directors, including wages and salaries, share-based compensation, consulting fees, investor relations expenses, expenses related to advertising and marketing functions, insurance costs, office and sundry expenses, professional fees (including legal, audit and tax fees), travel expenses and transfer and filing fees.

Share-based compensation costs from the issuance of stock options and restricted share units ("RSUs") are measured at the grant date based on the fair value of the award and are recognized over the related service period. Share-based compensation costs are charged to exploration expenses and general and administrative expenses depending on the function fulfilled by the holder of the award. In instances where an award is issued for financing related services, the costs are included within equity as part of the financing costs. We recognize forfeiture of any awards as they occur.

Nauru and Tonga Warrant costs

The Nauru and Tonga Warrant costs represent the fair value of the warrants issued as part of the revised sponsorship agreement with the Government of the Republic of Nauru signed on May 29, 2025 and the revised sponsorship agreement with the Tonga Seabed Minerals Authority signed on August 4, 2025. As the warrants did not contain complex features, the fair value was calculated using a Black-Scholes valuation model.

Interest Income/Expense

Interest income consists primarily of interest earned on our cash balance.

Fees and Interest on Borrowings and Credit Facilities

Fees and interest on borrowings and credit facilities represent interest charged on our short-term debt and interest and underutilization fees associated with our credit facilities.

Foreign Exchange Loss

The foreign exchange income or loss for the periods reported primarily relates to unrealized gain or loss due to revaluation of foreign denominated accounts payable and accrued liabilities.

Change in Fair Value of Warrants Liability

The change in fair value of warrants liabilities primarily consists of the change in the fair value of the 9,500,000 Private Warrants issued to Sustainable Opportunities Holdings LLC concurrently with Sustainable Opportunities Acquisition Corp.'s ("SOAC") initial public offering (the "Private Warrants"). For accounting purposes, we were considered to have issued the Private Warrants as part of the Business Combination, and we are required to re-measure the fair value of our Private Warrants at the end of each reporting period.

Results of Operations

The following is a discussion of our results of operations for the years ended December 31, 2025 and 2024. Our accounting policies are described in Note 3 "Significant Accounting Policies" in our annual financial statements herein.

Comparison of the periods ended December 31, 2025 and 2024

(Dollar amounts in thousands, except as noted)	For the Three Months Ended December 31,			For the Year Ended December 31,		
	2025	2024	% Change	2025	2024	% Change
Exploration and evaluation expenses	$ 10,638	$ 8,304	28 %	$ 40,282	$ 50,643	(20)%
General and administrative expenses	34,067	8,044	324 %	99,772	30,644	226 %
Nauru and Tonga warrant cost	—	—	N/A	38,056	—	100 %
Change in fair value of royalty liability	—	—	N/A	131,000	—	100 %
Equity-accounted investment loss (gain)	(725)	29	(2,600)%	(287)	226	(227)%
Gain on dilution of investment	(2,682)	—	100 %	(5,649)	—	100 %
Loss on termination of contract	—	199	(100)%	—	199	(100)%
Change in fair value of warrants liability	(379)	46	(924)%	12,439	(1,057)	(1,277)%
Foreign exchange (loss) gain	66	(1,782)	(104)%	3,665	(1,186)	(409)%
Interest income	(1,288)	(51)	2,426 %	(2,793)	(176)	1,487 %
Fees and interest on borrowings and credit facilities	680	1,224	(44)%	3,215	2,602	24 %
Tax expense	21	48	(56)%	144	48	200 %
Loss for the year, after tax	$ 40,398	$ 16,061	152 %	$ 319,844	$ 81,943	290 %

Full Year 2025 compared to Full Year 2024

Exploration and Evaluation Expenses

Exploration and evaluation expenses for the year ended December 31, 2025 were $40.3 million, compared to $50.6 million incurred in 2024. The decrease of $10.3 million was primarily due to a decrease of $14.8 million in mining, technological and process development cost due to costs incurred in 2024 for Campaign 8 resource definition work, Allseas vessel transit cost and transportation of nodules to PAMCO's facility in Japan, decrease in ISA permitting application cost in 2025, partially offset by an increase in share-based compensation of $4.9 million on the amortization of the fair value of retention grants, RSUs and options granted to officers in 2025.

General and Administrative ("G&A") Expenses

G&A expenses for the year ended December 31, 2025 were $99.8 million compared to $30.6 million for the same period in 2024. The increase of $69.2 million in G&A expenses was mainly the result of an increase in share-based compensation of $63.7 million due to the amortization of the fair value of retention grants, RSUs and options granted to directors and consultants in the third quarter of 2025, and higher consulting and advisory fees of $5.4 million. This increase was partially offset by decreased travel and insurance costs incurred in 2025 compared to the same period in 2024.

Nauru and Tonga Warrant costs

As part of the signing of a revised Sponsorship Agreement with Nauru on May 29, 2025, we issued 9,146,268 warrants to Nauru to purchase common shares. The fair value of the Nauru Warrants, calculated using a Black-Scholes valuation model, valued each warrant at $3.62 for a total value of $33.1 million.

As part of the signing of a revised Sponsorship Agreement with the Tonga Seabed Minerals Authority (the "State") on August 4, 2025, we issued 1,000,000 warrants to the State to purchase common shares of the Company. The fair value of the Tonga Warrants, calculated using a Black-Scholes valuation model, valued each warrant at $5.00 for a total value of $5 million.

For further details on this non-recurring item, refer to Note 16 "Warrants" in our annual financial statements herein.

Gain on Dilution of Investment

In 2025, Low Carbon Royalties issued 8,013,469 common shares through a private placement and option exercises, raising $25.1 million of gross proceeds. We did not participate in the offering, which reduced our ownership interest in Low Carbon Royalties from 32.27% to 27.19% (December 31, 2024: 32.27%). As the common shares were issued in the financing at a price higher than Low Carbon Royalties' book value per share, we recorded a dilution gain of $5.6 million.

Change in Fair Value of Royalty Liability

The fair value of the royalty liability as at December 31, 2025 was valued using a market approach for NORI Areas A to C, while for Area D an income approach was used following the release of the NORI-D PFS in August 2025. The resulting royalty liability fair value of NORI Areas A to D totaled $145 million, an increase of $131 million in 2025.

Interest Income

During 2025, we earned interest of $2.8 million, as compared to $0.2 million in 2024, mainly from the investment of our higher cash balance in 2025.

Change in Fair Value of Warrants Liability

The change in fair value of warrants liability primarily consists of the change in the fair value of the 9,500,000 Private Warrants. The debit recorded in 2025 reflects the increase in the fair value price of our Private Warrants due to the increase in the market price of our common shares and Public Warrants.

Fees and Interest on Borrowings and Credit Facilities

The interest charged on our short-term debt borrowings was $0.3 million in the year ended December 31, 2025 ($0.2 million for the same period of 2024), while interest on drawn amounts on our credit facilities was $0.1 million and underutilization fees on these same facilities was $2.8 million in the year ended December 31, 2025 ($0.3 million and $2.1 million over the same period in 2024, respectively).

Liquidity and Capital Resources

Our primary sources of financing have come from private placements and public offerings of Common Shares and warrants, and the issuance of convertible debentures. As of December 31, 2025, we had cash on hand of $117.6 million.

In light of the significant deficit in expected funding following the closing of the Business Combination in September 2021, we adopted what we call a "capital-light" strategy whereby we removed any allocation of funds to capital expenditures that were not deemed necessary to support the submission of an application for an exploitation contract for the NORI Area D and then the applications of exploration licenses and commercial recovery permits with NOAA under DHMRA, and by negotiating the settlement of program expenditures with our equity whenever possible, and by utilizing existing assets for offshore and onshore production.

We have yet to generate any revenue from our business operations. We are a development company and the recovery of our investment in mineral exploration contracts and attainment of profitable operations is dependent upon many factors including, among other things, the development of a commercial production system for collecting polymetallic nodules from the seafloor as well as the development of our processing technology for the metallurgical treatment of such nodules, the establishment of additional mineable reserves, the demonstration of commercial and technical feasibility of seafloor polymetallic nodule collection and processing systems, metal prices, and securing approvals under the U.S. regulatory regime or ISA exploitation contracts or provisional approvals. While we have obtained financing in the past, there is no assurance that such financing will continue to be available on favorable terms, in sufficient amounts, or at all.

We expect to incur significant expenses and operating losses for the foreseeable future, particularly as we advance our application to NOAA for a commercial recovery permit and preparation for potential commercialization. Based on our cash balance and availability of borrowing under our credit facility with ERAS Capital LLC and Gerard Barron, when compared with our forecasted cash expenditures, we believe we will have sufficient funds to meet our obligations that become due within the next twelve months. Our estimates used in reaching this conclusion are based on information available as at the date of filing this Annual Report. Accordingly, actual results could differ from these estimates and resulting variances may result in our need for additional funding in an amount greater or earlier than expected, due to changes in business conditions or other developments, including, but not limited to, deferral of approvals, capital and operating cost escalation, currently unrecognized technical and development challenges, our ability to pay certain vendors or suppliers in our Common Shares or changes in external business environment.

In addition, we will however need and are seeking additional financing to fund our continued operations over time. These financings could include additional public or private equity, debt financings, equity-linked financings or other sources of financing, including through government-based funding, non-dilutive asset, royalty or project-based and/or asset-based financings. If these financing or other financing sources are not available, or if the terms of financing are less desirable than we expect, or if in insufficient amounts, we may be forced to delay our exploration and/or exploitation activities or further scale back our operations, which could have a material adverse impact on our business and financial prospects.

On September 16, 2022, we filed a registration statement on Form S-3 with the SEC, which the SEC declared effective on October 14, 2022, to sell up to $100 million of securities. In addition, on November 30, 2023, we filed an additional registration statement on Form S-3 with the SEC, which the SEC declared effective on December 8, 2023, to sell up to an additional $100 million of securities. As previously disclosed in 2025, remaining capacity on the two previously filed Form S-3s has been nearly extinguished following various equity and warrant transactions, and we expect to file a new registration statement on Form S-3 following the filing of this Annual Report. Securities that may be sold under the registration statements include common shares, preferred shares, debt securities, warrants and units. Any such offering, if it does occur, may happen in one or more transactions. Specific terms of any securities to be sold will be described in supplemental filings with the SEC.

On December 22, 2022, we entered into an At-the-Market Equity Distribution Agreement (the "Sales Agreement") with Stifel, Nicolaus & Company, Incorporated ("Stifel") and Wedbush Securities Inc., as sales agents, allowing us, from time to time, to issue and sell common shares with an aggregate offering price of up to $30 million. In 2025, we issued 7,542,996 common shares at an average share price of $2.02, for net proceeds of $14.8 million under the Sale Agreement. The Sales Agreement expired in October 2025.

On March 22, 2023, we entered into the 2023 Credit Facility with Argentum Cedit Virtuti GCV, the parent of Allseas Investments S.A. and an affiliate of Allseas, which was amended on July 31, 2023 and March 22, 2024, pursuant to which, we were able to borrow from the Lender up to $25 million in the aggregate, from time to time, subject to certain conditions. All amounts drawn under the 2023 Credit Facility bore interest at the 6-month SOFR, 180-day average plus 4.0% per annum payable in cash semi-annually (or plus 5% if paid-in-kind at maturity, our election) on the first business day of each of June and January. We agreed to pay an underutilization fee equal to 4.0% per annum payable semi-annually for any amounts that remain undrawn under the 2023 Credit Facility. We had the right to pre-pay the entire amount outstanding under the 2023 Credit Facility at any time, before the 2023 Credit Facility's stated maturity of August 31, 2025. The 2023 Credit Facility also contained customary events of default. No amounts had been drawn under the 2023 Credit Facility. Pursuant to the Letter Agreement we entered into on March 24, 2025, we and Argentum Cedit Virtuti GCV agreed to cancel the 2023 Credit Facility with no outstanding amounts remaining, other than our obligation to pay the underutilization fee thereunder.

On March 22, 2024, we entered into the 2024 Credit Facility with Gerard Barron, our Chief Executive Officer and Chairman, and ERAS Capital LLC, the family fund of our director, Andrei Karkar (the "2024 Credit Facility"), pursuant to which, we may borrow from the 2024 Lenders up to $25 million in the aggregate ($12.5 million from each of the 2024 Lenders), from time to time (was initially $20 million in the aggregate ($10 million from each of the 2024 Lenders), subject to certain conditions. All amounts drawn under the 2024 Credit Facility will bear interest at the 6-month SOFR, 180-day average plus 4.0% per annum payable in cash semi-annually (or plus 5% if paid-in-kind at maturity, at our election) on the first business day of each of June and January. We will pay an underutilization fee equal to 4.0% per annum payable semi-annually for any amounts that remain undrawn under the 2024 Credit Facility. We have the right to pre-pay the entire amount outstanding under the 2024 Credit Facility at any time, before the 2024 Credit Facility's maturity of December 31, 2025. The 2024 Credit Facility also contains customary events of default. The 2024 Credit Facility will terminate automatically if we or any of our subsidiaries raise at least $50 million in the aggregate (i) through the issuance of any of our or our subsidiaries' debt or equity securities, or (ii) in prepayments under an off-take agreement or similar commercial agreement. On August 13, 2024, we entered into the First Amendment to the 2024 Credit Facility to increase the borrowing limit to $25 million in the aggregate ($12.5 million from each of the 2024 Lenders). Under the terms of the First Amendment, the borrowing limit was due to return to the initial $20 million in the aggregate ($10 million from each of the 2024 Lenders) upon certain financing events. On November 14, 2024, we entered into the Second Amendment to the 2024 Credit Facility with ERAS Capital LLC and Gerard Barron, to increase the borrowing limit to $38 million in the aggregate ($19 million from each of the 2024 Lenders) and to extend the maturity of the 2024 Credit Facility to December 31, 2025. As per the Second Amendment, the rate of underutilization fee was retroactively increased from 4% to 6.5% on any undrawn amounts under the 2024 Credit Facility. On January 30, 2025, we repaid $1.8 million from the drawn amount, leaving a balance of $2.5 million drawn under the 2024 Credit Facility, as of the date of this Annual Report. With the January 2025 repayment, the borrowing limit on the 2024 Credit Facility was reduced to $36.2 million ($17.2 million from Gerard Barron and $19 million from ERAS Capital LLC). On March 26, 2025, we entered into the Third Amendment to the 2024 Credit Facility with the 2024 Lenders, to, among other things, increase the borrowing limit to $44 million in the aggregate ($22 million from each of the 2024 Lenders) and extend the maturity of the 2024 Credit Facility to June 30, 2026.

On September 9, 2024, we entered into a Working Capital Loan Agreement with Allseas Investments, a company related to Allseas. In accordance with the Working Capital Loan Agreement, Allseas Investments provided a loan to us amounting to $5 million (the "Working Capital Loan") on September 10, 2024, to be used towards general corporate purposes and the repayment of all outstanding amounts under the short-term loan between us and the Lender. The Working Capital Loan was payable to the Lender on or before the earlier of (i) the occurrence of certain financing events and (ii) April 1, 2025 (the "Repayment Date"). The Working Capital Loan bore interest based on the 6-month Secured Overnight Financing Rate, 180-day average plus a margin of 4.0% per annum payable in two installments on January 2, 2025, and the Repayment Date (or plus a margin of 5.0% if we deferred all interest payments to the Repayment Date). On October 18, 2024, we entered into the First Amendment to the Working Capital Loan Agreement with Allseas Investments, resulting in a further draw of $2.5 million by us and a total Working Capital Loan drawn amount of $7.5 million. On March 24, 2025, we entered into the Letter Agreement with Allseas Investments and Argentum Cedit Virtuti GCV, pursuant to which the repayment date under the Working Capital Loan Agreement was extended to September 30, 2025. In the second quarter of 2025, the entire Working Capital Loan amount along with the interest payable was repaid and the facility was cancelled.

On November 14, 2024, we entered into a securities purchase agreement (the "2024 Purchase Agreement") with certain new and existing institutional investors for the sale of an aggregate of 17,500,000 common shares (the "Shares") and accompanying Class B warrants (the "Class B Warrants"), in a registered direct offering. The offering price was $1.00 per common share, with each common share including an accompanying Class B Warrant to purchase 0.5 common shares. The Class B Warrants are exercisable immediately upon issuance at a price of $2.00 per share and expire five years from issuance. On November 26, 2024, we entered into the First Amendment to the 2024 Purchase Agreement, pursuant to which we agreed to sell and issue an additional 2,400,000 common shares and accompanying Class B Warrants to purchase 1,200,000 common shares to new investors on the same terms and conditions as initially offered. Including the First Amendment to the 2024 Purchase Agreement, we agreed to sell and issue in aggregate 19,900,000 common shares and Class B Warrants to purchase 9,950,000 common shares. We received gross proceeds in the offering, exclusive of warrant exercises, of $19.9 million (net proceeds of $14.2 million, after offering expenses), of which $5 million was received on February 6, 2025.

On May 12, 2025, we entered into a securities purchase agreement with certain new and existing investors, including an existing strategic investor, for the sale of an aggregate of 12,333,333 common shares and accompanying Class C Warrants, in a registered direct offering, for gross proceeds, exclusive of warrant exercises, of $37 million (net proceeds of $36.7 million, after offering expenses). The offering price was $3.00 per common share, with each common share including an accompanying Class C Warrant to purchase one common share. The Class C Warrants are exercisable immediately upon issuance at a price of $4.50 per share and expire three years from issuance.

On June 16, 2025, we entered into a Securities Purchase Agreement with Korea Zinc, pursuant to which in consideration of gross cash receipt of $85.2 million, we agreed to issue and sell to Korea Zinc 19,623,376 of our common shares and accompanying warrants to purchase an aggregate of 6,868,181 common shares. The purchase price per share and accompanying warrant was set at $4.34. The Korea Zinc Warrant is exercisable at an exercise price of $7.00 per share and expires on June 25, 2028. Pursuant to this Securities Purchase Agreement, subject to certain exceptions, Korea Zinc will have a right to participate in any public offering or private placement of any of our common shares or common share equivalents primarily for capital raising purposes (each a "Proposed Offering") up to such amount of securities to maintain its percentage ownership at the time of such Proposed Offering. Such right to participate in future financings will expire upon the earlier to occur of (i) June 16, 2030, (ii) the date on which Korea Zinc owns less than all of the common shares it purchased and subscribed pursuant to this Securities Purchase Agreement and (iii) immediately after a closing of a Proposed Offering where Korea Zinc does not exercise its participation right in full. The funds raised under this Securities Purchase Agreement are to be used for general corporate purposes.

We may receive up to approximately $432.5 million in aggregate gross proceeds from cash exercises of the Public Warrants, the Private Warrants, the Class A Warrants, the Class B Warrants, Class C Warrants, and Warrants issued to Korea Zinc, Nauru and Tonga based on the per share exercise price of such warrants. However, the exercise price for the outstanding Public Warrants and Private Warrants is $11.50 per common share and there can be no assurance that such warrants will be in the money prior to their expiration, and as such, such warrants may expire in September 2026 worthless. In certain circumstances, the Public Warrants and Private Warrants, Class A Warrants, Class B Warrants and Class C Warrants may be exercised on a cashless basis and the proceeds from the exercise of such warrants will decrease. Furthermore, even if the warrants will be in the money, the holders of the warrants are not obligated to exercise their warrants, and we cannot predict whether holders of the warrants will choose to exercise all or any of their warrants. The warrants issued to the Republic of Nauru and Kingdom of Tonga can only be exercised after the commercial recovery permit is received and commercial production commences and there can be no assurance that the exercise conditions will be met prior to their expiration. In addition, the exercise price to purchase one common share under the outstanding Class A Warrants and Class B Warrants is $2.00 each, Class C Warrants is $4.5, warrants issued to Korea Zinc is $7.00, warrants issued to Republic of Nauru is $4.72 and warrants issued to Tonga is $5.87 (subject to customary adjustments) and there can be no assurance that such warrants will be exercised prior to their expiration, and as such, such warrants may expire, and we will not receive any proceeds from the exercise thereof.

Cash Flows Summary

Comparison of the Periods Ended December 31, 2025 and December 31, 2024

The following table summarizes our sources and uses of cash for the three and twelve months ended December 31, 2025 and December 31, 2024.

Presented below is a summary of our operating, investing and financing cash flows:

(thousands)	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2025	2024	2025	2024
Net cash (used in) operating activities	$ (11,355)	$ (13,718)	$ (42,851)	$ (43,468)
Net cash (used in) investing activities	$ 241	$ (50)	$ 447	(515)
Net cash (used in) provided by financing activities	$ 13,110	$ 17,300	$ 156,585	$ 40,686
Increase (decrease) in cash	$ 1,996	$ 3,532	$ 114,181	$ (3,297)

Full Year 2025 compared to Full Year 2024

Cash flows used in Operating Activities

For the year ended December 31, 2025, major operating activities over this period involved advanced work on pre-feasibility studies and work to advance our permit applications with NOAA resulting in net cash used in operating activities of $42.9 million. This mainly consisted of $11.1 million on payroll costs, $8.1 million on various environmental work, $7.5 million on legal and consulting fees, $3.7 million on stakeholder engagement, $3.7 million on interest and underutilization fees paid on the 2024 Credit Facility and working capital loan, $3.3 million on business development, investor relations and communications, $1.4 million on mining technological and process development and $4.1 million for various expenses, partially offset by interest income receipts of $2.4 million.

For the year ended December 31, 2024, major operating activities over this period involved Campaign 8, as well as advanced work on engineering and pre-feasibility studies as we advance towards our application to the ISA for a NORI exploitation contract and prepare for potential future commercial production. Net cash used in operating activities in the year ended December 31, 2024, amounted to $43.5 million, and consisted mainly of $14.7 million on Campaign 8 and various environmental work, $11.7 million on personnel costs, $9.2 million on legal, advisory and consulting, $2.4 million for sponsorship, training and stakeholder engagement support, $1.9 million spent on engineering and pre-feasibility studies, $1.7 million on communication and business development expenses, $0.9 million on and additional payments of $1.8 million for various expenses.

Cash flows used in/provided by Investing Activities

Net cash generated by investing activities 2025 was $0.4 million which included proceeds from the return of capital from Investee offset by the purchase of equipment and software development. In the comparative period of 2024, $0.5 million was spent on acquisition of equipment and software development.

Cash flows provided by Financing Activities

Net cash provided by financing activities for 2025 was $156.6 million, which comprised of net cash proceeds received from the Korea Zinc investment of $85.2 million, net proceeds from the 2025 Registered Direct Offering of $36.7 million, the remaining net proceeds from the 2024 Registered Direct Offerings of $4.5 million, proceeds from common shares sold under the Sales Agreement of $14.8 million and proceeds from the exercise of stock options and warrants of $27.2 million. This increase was partially offset by repayments totaling $11.8 million on our credit facilities and on the Allseas Working Capital loan.

Net cash provided by financing activities for the year ended December 31, 2024 was $40.7 million, which comprised of net proceeds received from the 2024 Registered Direct Offering of $14.7 million, net proceeds of $8.8 million from the 2023 Offering, proceeds from short-term debt and credit facilities of $11.8 million, proceeds from common shares sold under the Sales Agreement of $4.9 million and proceeds from the exercise of stock options and employee stock plans of $0.5 million.

Contractual Obligations and Commitments

NORI Exploration Contract

As part of the NORI Exploration Contract with the ISA, NORI submitted a periodic review report to the ISA which included a five-year plan covering 2022 to 2026: NORI is currently implementing its approved five-year plan. NORI's exploration contract expires on July 21, 2026. NORI submitted an application to the ISA for a five-year extension of the contract that is currently under review. The cost of the proposed five-year plan of work include in NORI's extension application is dependent on the ISA's approval of the NORI extension Work plans are reviewed annually by NORI, agreed with the ISA and may be subject to change depending on their progress to date.

TOML Exploration Contract

As part of the TOML Exploration Contract with the ISA, TOML submitted a periodic review report to the ISA which included a five-year plan covering 2022 to 2026. TOML is currently implementing its approved plan, which included an estimated five-year expenditure of up to $44 million. The five-year estimated expenditure is indicative and subject to change, TOML will review the program regularly and TOML will inform the ISA of any changes through its annual reports. TOML's exploration contract expires on January 10, 2027. TOML is required to submit an application for extension no later than six months before the expiration of the contract. TOML intends to submit an application for a five-year extension in 2026.

Regulatory Obligations Relating to Exploration Contracts

Both TOML and NORI require sponsorship from their host sponsoring States, Tonga and Nauru, respectively. Each company has been registered and incorporated within the applicable host State's jurisdiction. The ISA requires that a contractor must obtain and maintain sponsorship by a host state that is a member of the ISA, and such state must maintain effective supervision and regulatory control over such sponsored contractor. Each of TOML and NORI is subject to the registration and incorporation requirements of these nations. In the event the sponsorship is otherwise terminated, such subsidiary will be required to obtain new sponsorship from another state that is a member of the ISA. Failure to obtain such new sponsorship would have a material impact on the operations of such subsidiary and us.

Sponsorship Agreements

NORI is sponsored by Nauru pursuant to a certificate of sponsorship signed by the Government of Nauru on April 11, 2011. NORI is a Nauruan incorporated entity and is subject to applicable Nauruan legislation and regulations. In 2015, the Nauruan government established the Nauru Seabed Minerals Authority to regulate activities carried out by companies sponsored by Nauru.

Throughout the period of the NORI Exploration Contract, NORI must be sponsored by a State that is party to UNCLOS. If the nationality or control of NORI changes or NORI's sponsoring State, as defined in the ISA Regulations, terminates its sponsorship, NORI must promptly notify the ISA. In either event, if NORI does not obtain another sponsor meeting the requirements prescribed in the ISA Regulations and fails to submit to the ISA a certificate of sponsorship for NORI in the prescribed form within six months, the NORI Exploration Contract will terminate.

On July 5, 2017, Nauru, the Nauru Seabed Minerals Authority and NORI entered into a sponsorship agreement (the "NORI Sponsorship Agreement") formalizing certain obligations of the parties in relation to NORI's exploration and potential collection of nodules within the NORI Contract Area of the CCZ. On May 29, 2025 the Republic of Nauru and NORI signed a revised Sponsorship Agreement, updating the terms of the Agreement signed between the parties in 2017.

The revised Sponsorship Agreement will remain in force unless terminated by mutual agreement of the parties or earlier terminated in accordance with its terms, including in the event of a material breach by either party or upon the assignment of NORI's rights and the transfer of sponsorship to another sponsoring State. Under the agreement, NORI will pay Nauru a seabed mineral recovery payment of $2 per tonne of polymetallic nodules recovered under an ISA contract, subject to annual inflation adjustment. In addition, NORI will pay an annual administration fee, initially capped at $500,000, to support Nauru's administration of its sponsorship and regulatory oversight. The agreement also provides for potential continuity payments to Nauru if a subsidiary other than NORI develops nodules in the NORI Contract Area under the U.S. regulatory regime with the applicable payment amounts and schedule to be determined in accordance with the terms of the agreement. During any period in which such continuity payments are made, NORI has agreed to maintain an office in Nauru and make annual investments in local presence, community initiatives and training and capacity-building programs for Nauruan nationals. In connection with the Sponsorship Agreement, Nauru holds warrants to purchase 9,146,268 of our common shares at an exercise price of $4.72. In connection with the revised Sponsorship Agreement, we also executed a Deed of Guarantee and Indemnity in favor of Nauru, under which we guarantee certain financial obligations of NORI under Nauruan law and the Sponsorship Agreement and provides limited indemnification.

On March 8, 2008, Tonga and TOML entered into the TOML Sponsorship Agreement formalizing certain obligations of the parties in relation to TOML's exploration and potential exploitation of a proposed application to the ISA (subsequently granted) known as the TOML Area. TOML updated the sponsorship agreement with Tonga in September 2021 and again on August 4, 2025.

The revised Sponsorship Agreement between Tonga and TOML will remain in force unless terminated by mutual agreement of the parties or earlier terminated in accordance with its terms, including in the event of a material breach by either party. Under the agreement, Tonga will continue to sponsor TOML's seabed mineral activities in the ISA contract area. Upon commencement of commercial recovery of polymetallic nodules under an ISA contract, TOML will pay the Tonga Seabed Minerals Authority a commercial recovery payment of $2 per tonne of polymetallic nodules recovered from the contract area, subject to annual inflation adjustment. In addition, TOML will pay an annual administration fee of $90,000, which may increase by up to 5% annually, to support the administration of Tonga's sponsorship and regulatory oversight. The agreement also provides for potential continuity benefit payments to Tonga if a subsidiary other than TOML develops nodules in the TOML Contract Area under the U.S. regulatory regime. The applicable payment amounts and schedule will be determined in accordance with the terms of the agreement. During any period in which such continuity benefits are provided, TOML has agreed to maintain an office in Tonga and make annual investments in local presence, community initiatives and training and capacity-building programs for Tongan nationals. In connection with the Sponsorship Agreement, Tonga holds warrants to purchase 1,000,000 of our common shares at an exercise price of $5.87. In connection with the revised Sponsorship Agreement, we also executed a Deed of Guarantee and Indemnity in favor of Tonga, under which we guarantee certain financial obligations of TOML under Tongan law and the Sponsorship Agreement and provides limited indemnification.

Allseas Agreements

On March 29, 2019, we entered into a strategic alliance with Allseas to develop a system to collect, lift and transport nodules from the seafloor to shore and agreed to enter into a nodule collection and shipping agreement whereby Allseas would provide commercial services for the collection of the first 200 million metric tonnes of polymetallic nodules on a cost plus 50% profit basis. In furtherance of this agreement, on July 8, 2019, we entered into a Pilot Mining Test Agreement with Allseas ("PMTA"), which was amended on five occasions through February 2023, to develop and deploy a PMTS, successful completion of which is a prerequisite for our application for an exploitation contract with the ISA. Under the PMTA, Allseas agreed to cover the development cost of the project in exchange for a payment from us upon successful completion of the pilot trial of the PMTS in NORI Area D.

On March 16, 2022, NORI and Allseas entered into a non-binding term sheet for the development and operation of a commercial nodule collection system. The pilot nodule collection system developed and tested by Allseas is expected to be upgraded to a commercial system with an expanded targeted production capacity of up to an estimated 3.0 million tonnes of wet nodules per year, to be delivered in stepped increments. NORI and Allseas intend to equally finance all costs related to developing and getting the first commercial system into production. Once in production, NORI is expected to pay Allseas a nodule collection and transshipment fee and, as Allseas scales up production to up to an estimated 3.0 million wet tonnes of nodules per year, it is expected that unit costs will be reduced. Following the successful completion of the NORI Area D pilot collection system trials in November 2022 and subsequent analysis of pilot data, the parties are reviewing a commercial nodule collection system production targets, system design and cost estimates and intend to enter into a binding Heads of Terms by the end of 2024. There can be no assurances, however, that we will enter into definitive agreements with Allseas contemplated by the non-binding term sheet in a particular time period, or at all, or on terms similar to those set forth in the non-binding term sheet, or that if such definitive agreements are entered into by us that the proposed commercial systems and second production vessel will be successfully developed or operated in a particular time period, or at all.

Through December 31, 2025, we have made the following payments to Allseas under the PMTA: (a) $10 million in cash in February 2020, (b) $10 million through the issuance of 3.2 million Common Shares valued at $3.11 per share in February 2020, (c) issued Allseas a warrant to purchase 11.6 million Common Shares at a nominal exercise price per share in March 2021, (d) $10 million in cash in October 2021, following the closing of the Business Combination and meeting certain progress targets on the PMTS and (e) on February 23, 2023 issued 10.85 million Common Shares to Allseas. On August 9, 2023, 11,578,620 common shares were issued to Allseas upon the exercise of the warrant that was granted to Allseas in March 2021, and receipt of the exercise fee of $115.8 thousand. The warrant vested and became exercisable on successful completion of the PMTS in November 2022.

On November 11, 2022, our board of directors approved the successful completion and testing of the PMTS in the NORI Area D and payment of the third milestone amounting to $10 million and additional costs owed to Allseas under the PMTA by issuing 10.85 million Common Shares to Allseas priced at $1.00 per share on February 23, 2023.

On August 1, 2023, we entered into an Exclusive Vessel Use Agreement with Allseas pursuant to which Allseas will give us exclusive use of the vessel ("*Hidden Gem*") in support of the development of the Project Zero Offshore Nodule Collection System until the system is completed or December 31, 2026, whichever is earlier. In consideration of the exclusivity term, on August 14, 2023, we issued 4.15 million Common Shares to Allseas.

Offtake Agreement

On May 25, 2012, DGE and Glencore entered into a copper offtake agreement and a nickel offtake agreement. DGE has agreed to deliver to Glencore 50% of the annual quantity of copper and nickel produced by a DGE-owned facility from nodules derived from the NORI Area at London Metal Exchange referenced market pricing with allowances for product quality and delivery location. Either party may terminate the agreement upon a material breach or insolvency of the other party. Glencore may also terminate the agreement by giving twelve months' notice.

Borrowing with Company Related to Allseas

2023 Credit Facility

As described above, on March 22, 2023, we entered into the 2023 Credit Facility with Argentum Cedit Virtuti GCV, an affiliate of Allseas, under which we may borrow up to $25.0 million pursuant to the terms and conditions of the 2023 Credit Facility, as amended, which has a maturity date of August 31, 2025. On August 16, 2024, we entered into the Third Amendment to the 2023 Credit Facility, to increase the borrowing limit of the 2023 Credit Facility to $27.5 million. Under the terms of the Third Amendment, upon closing of the November 2024 Registered Direct Offering discussed above, the borrowing limit returned to $25 million. There was no outstanding balance under the 2023 Credit Facility as at December 31, 2025. Pursuant to the Letter Agreement entered into on March 24, 2025, we agreed to cancel the 2023 Credit Facility with no outstanding amounts remaining, other than our obligation to pay Argentum Cedit Virtuti GCV the underutilization fee thereunder.

2024 Short-Term Loan and Working Capital Loan

On May 27, 2024, we entered into a short-term loan agreement with Argentum Cedit Virtuti GCV whereby we borrowed $2 million (the "Loan") on May 30, 2024. The Loan matured on September 10, 2024 (maturity date) and accrued interest at a rate of 8% per annum. On the maturity date, we repaid the entire Loan amounting to $2 million and the accrued interest.

On September 9, 2024, we entered into a working capital loan agreement (the "Working Capital Loan Agreement") with Allseas Investments, a company related to Allseas. In accordance with the Working Capital Loan Agreement, Allseas Investments provided a loan to us amounting to $5 million (the "Working Capital Loan") on September 10, 2024, to be used towards general corporate purposes and the repayment of all outstanding amounts under the Short-Term Loan between us and the Lender. The Working Capital Loan is payable to the Lender on or before the earlier of (i) the occurrence of certain financing events and (ii) April 1, 2025 (the "Original Repayment Date"). The Working Capital Loan will bear interest based on the 6-month Secured Overnight Financing Rate, 180-day average plus a margin of 4.0% per annum and is payable in two installments on January 2, 2025, and the Original Repayment Date (or plus a margin of 5.0% if all interest payments are deferred to the Original Repayment Date, at our election). On October 18, 2024, we entered into the First Amendment to the Working Capital Loan Agreement with Allseas Investments, resulting in a further draw of $2.5 million by us and a total Working Capital Loan drawn amount of $7.5 million. On March 24, 2025, we entered into a Letter Agreement with Allseas Investments and Argentum Cedit Virtuti GCV, pursuant to which the Original Repayment Date under the Working Capital Loan Agreement was extended to September 30, 2025, with principal and interest now repayable on that date. During the second quarter of 2025, we repaid the entire outstanding loan and interest, amounting to $7.5 million and $0.5 million, respectively, and cancelled the Working Capital Loan Agreement.

2024 Credit Facility with ERAS Capital LLC and Gerard Barron

Under the 2024 Credit Facility wit ERAS Capital LLC and Gerard Barron we may borrow up to $44 million in the aggregate ($22 million from each of the 2024 Lenders). The Maturity Date for any borrowings under the 2024 Credit Facility is June 30, 2026. See above for a further description of the 2024 Credit Facility. As of December 31, 2025, we had no borrowing under the 2024 Credit Facility and are only incurring the underutilization fee.

Off-balance sheet arrangements

We are not party to any off-balance sheet arrangements.

Critical Accounting Policies and Significant Judgments and Estimates

Our financial statements have been prepared in accordance with U.S. GAAP. In the preparation of these financial statements, we are required to use judgment in making estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported expenses incurred during the reporting periods.

We consider an accounting judgment, estimate or assumption to be critical when (1) the estimate or assumption is complex in nature or requires a high degree of judgment and (2) the use of different judgments, estimates and assumptions could have a material impact on the consolidated financial statements. Our significant accounting policies are described in Note 2 "Basis of Presentation" to our audited consolidated financial statements included in this Annual Report. We have the critical accounting policies and estimates which are described below.

Value of Common Share-Based Payments

We recognize the cost of share-based awards granted to employees, directors and non-employees based on the estimated grant-date fair value of the awards. We determine the fair value of stock options using the Black-Scholes option pricing model, which is impacted by the following assumptions:

- Fair Value of common shares on the Date of the Grant — We used the price of the most recent offerings of our Common Shares to assess the value of our shares on the date of the grant of incentive stock options.
- Expected Term — We used the term of the award when calculating the expected term due to insufficient historical exercise data.
- Expected Volatility — As our common shares were not actively traded, the volatility is based on a benchmark of comparable companies within the mining industry.

- Expected Dividend Yield — The dividend rate used is zero as we have never paid any cash dividends on our common shares and do not anticipate doing so in the foreseeable future.

- Risk-Free Interest Rate — The interest rates used are based on the implied yield available on Canadian Treasury zero-coupon issues with an equivalent remaining term equal to the expected life of the award.

This valuation approach involves the use of estimates, judgments and assumptions that are subjective, such as those regarding the probability of future events. Changes in these estimates and assumptions impact our valuation as of the valuation date and may have a material impact on the valuation of our common shares. Changes in these assumptions used to determine the fair value of incentive stock options, including the vesting timeline of granted stock options, could have a material impact on our loss and comprehensive loss.

Valuation of Warrants Liability

We re-measure the fair value of the Private Warrants at the end of each reporting period. The fair value of the Private Warrants is estimated using a Black-Scholes option pricing model whereby the expected volatility is estimated by using a blended volatility calculated by assigning equal weights to both implied volatility of our Public Warrants and the historical volatility of our common share price. The expected volatility was estimated using a binomial model based on consideration of the implied volatility from our Public Warrants, adjusted to account for the call feature of the Public Warrants at prices above $18.00 during 20 trading days within any 30-trading-day period and historical volatility of the share price of our Common Shares.

Evaluation of Going Concern

We assess quarterly whether we have the ability to meet our committed cash requirements for the next twelve months and continue to operate as a going concern. This assessment requires the use of forecasts of our business activities and related estimates of future cost obligations which can be subject to change. Changes in these assumptions could have a material impact on our assessment and related disclosures.

Recent Accounting Pronouncements

See Note 5 “Recent Accounting Pronouncements Issued and Adopted” to the audited consolidated financial statements included in this Annual Report for more information about recent accounting pronouncements, the timing of their adoption, and our assessment, to the extent we have made one, of their potential impact on our financial condition and our results of operations and cash flows.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to a variety of markets and other risks including the effects of change in interest rates, inflation and foreign currency translation and transaction risks as well as risks to the availability of funding sources, hazard events specific asset risks, regulatory risks, public policy risks and technology risks. We also expect to be exposed to commodity risks if and when we commence commercial production.

Interest Rate Risk and Credit Risk

Interest rate risk is the risk that the fair value of our future cash flows and our financial instruments will fluctuate because of changes in market interest rates.

Our current practice is to invest excess cash in investment-grade short-term deposit certificates issued by reputable Canadian financial institutions with which we keep our bank accounts and management believes the risk of loss to be remote. We periodically monitor the investments we make and are satisfied with the credit ratings of our banks. Due to the current high cash need of our operating plan, we have kept our funds readily available, placed in secure, highly liquid interest-bearing investments, as at December 31, 2025.

Credit risk is a risk of loss that may arise on outstanding financial instruments should a counter party default on its obligation. Our receivables consist primarily of general sales tax due from the Federal Government of Canada and as a result, the risk of default is considered to be low. Once we commence commercial production, we expect our credit risk to rise with our increased customer base.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates our transactions in foreign currencies, primarily in the Canadian dollar, the Australian dollar, the Great British Pound and the Euro. We primarily hold our cash in U.S. dollars and settle our foreign currency payables soon after the receipt of invoices thereby minimizing the foreign currency exposure.

Once we commence commercial production, we expect to be exposed to both currency transaction and translation risk. To date, we have not had material exposure to foreign currency fluctuations and have not hedged such exposure, although we may do so in the future.

Commodity Price Risk

We expect to engage in the collection, transport, processing and sale of products containing nickel, copper, manganese and cobalt from the polymetallic nodules collected from our contract areas of the CCZ. Accordingly, we expect the principal source of future revenue to be the sale of products containing nickel, copper, manganese and cobalt. A significant and sustained decrease in the price of these metals from current levels could have a material and negative impact on our business, financial condition and results of operations.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

TMC THE METALS COMPANY INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of TMC the metals company Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of TMC the metals company Inc. (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Valuation of royalty liability

Description of the Matter	At December 31, 2025, the fair value of the NORI D Royalty ("royalty liability") was $130.0 million, as disclosed in Note 10 to the consolidated financial statements. The royalty liability was recognized in accordance with ASC 470 *Debt*, and the Company measures the royalty liability at fair value through profit and loss at the end of each reporting period. Specifically at December 31, 2025, the Company determined the fair value of the royalty liability using an income approach. This required management to make significant assumptions with respect to the discount rate, future metal prices, production levels, repurchase options and certain operational matters that include permitting and project timelines. Auditing management's estimate of the fair value of the royalty liability was complex due to the significant estimation uncertainty and judgement applied by management in determining these significant assumptions. This required the involvement of specialists.

How We Addressed the Matter in Our Audit	To test the fair value of the royalty liability we performed the following procedures, amongst others. We involved valuation specialists to evaluate the discount rate against current industry and economic trends, compared future metal prices against market data, evaluated management's sensitivity on the economics of triggering the repurchase options from a market participant's perspective and performed sensitivity analyses over certain assumptions to assess the impact on the fair value. We assessed the reasonableness of permitting assumptions and project timelines based on the latest available information, and tested the completeness, accuracy, and relevance of underlying data used in the Company's models. We involved our mining specialists to assist in evaluating the methods and assumptions used by management's specialists to estimate production levels. We also involved our mining specialists in evaluating the methods and assumptions employed by management regarding certain operational matters that form the basis of cash flow estimates, including permitting assumptions. Further, we assessed the adequacy of the consolidated financial statement disclosures.

/s/ Ernst & Young LLP
Chartered Professional Accountants

We have served as the Company's auditor since 2012.
Vancouver, Canada
March 31, 2026

TMC the metals company Inc.
Consolidated Balance Sheets
(in thousands of US Dollars, except share amounts)

ASSETS	Note	As at December 31, 2025	As at December 31, 2024
Current			
Cash		$ 117,633	$ 3,480
Receivables and prepayments	6	3,049	1,851
		120,682	5,331
Non-current			
Exploration assets	11	42,951	42,951
Right of use asset	8	1,907	3,814
Equipment	7	519	771
Software	7	2,125	1,928
Investments	9	13,447	8,203
		60,949	57,667
TOTAL ASSETS		**$ 181,631**	**$ 62,998**
LIABILITIES			
Current			
Accounts payable and accrued liabilities	13	46,048	42,754
Short-term debt	8, 21	—	11,775
Warrants liability	16	13,351	—
		59,399	54,529
Non-current			
Deferred tax liability	11,25	10,675	10,675
Royalty liability	10	145,000	14,000
Warrants liability	16	—	912
		155,675	25,587
TOTAL LIABILITIES		**$ 215,074**	**$ 80,116**
EQUITY			
Common shares *(unlimited shares, no par value – issued: 422,966,333 (December 31, 2024 – 340,708,460))*	17	681,343	477,217
Additional paid - in capital		237,696	138,303
Accumulated other comprehensive loss		(1,203)	(1,203)
Deficit		(951,279)	(631,435)
TOTAL EQUITY		**(33,443)**	**(17,118)**
TOTAL LIABILITIES AND EQUITY		**$ 181,631**	**$ 62,998**

Nature of Operations *(Note 1)*
Commitments and Contingent Liabilities *(Note 22)*
Subsequent Event *(Note 25)*

The accompanying notes are an integral part of these consolidated financial statements.

TMC the metals company Inc.
Consolidated Statements of Loss and Comprehensive Loss
(in thousands of US Dollars, except share and per share amounts)

	Note	For the year ended December 31, 2025	For the year ended December 31, 2024
Operating expenses			
Exploration and evaluation expenses	11	$ 40,282	$ 50,643
General and administrative expenses	12	99,772	30,644
Operating loss		**140,054**	**81,287**
Other items			
Nauru and Tonga warrant costs	16	38,056	—
Change in fair value of royalty liability	10	131,000	—
Equity-accounted investment loss	9	(287)	226
Gain on dilution of investment	9	(5,649)	—
Loss on termination of contract		—	199
Change in fair value of warrant liability	16	12,439	(1,057)
Foreign exchange loss (gain)		3,665	(1,186)
Interest income		(2,793)	(176)
Fees and interest on borrowings and credit facilities	8, 21	3,215	2,602
Loss and comprehensive loss for the year, before tax		**$ 319,700**	**$ 81,895**
Tax Expense	24	144	48
Loss and comprehensive loss for the year		**$ 319,844**	**$ 81,943**
Loss per share			
- Basic and diluted	19	**$ 0.83**	**$ 0.25**
Weighted average number of common shares outstanding – basic and diluted		**384,512,470**	**321,875,050**

The accompanying notes are an integral part of these consolidated financial statements.

TMC the metals company Inc.
Consolidated Statements of Changes in Equity
(in thousands of US Dollars, except share amounts)

For the year ended December 31, 2025	Common Shares Shares	Common Shares Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Deficit	Total
January 1, 2025	**340,708,460**	**$ 477,217**	**$ 138,303**	**$ (1,203)**	**$ (631,435)**	**$ (17,118)**
Issuance of shares and warrants to Korea Zinc (Notes 14, 16)	19,623,376	71,686	13,432	—	—	85,118
Issuance of shares and warrants under 2025 Registered Direct Offering, net of expenses (Notes 14, 16)	12,333,333	24,149	12,548	—	—	36,697
Issuance of shares and warrants under 2024 Registered Direct Offering, net of expenses (Notes 14, 16)	5,000,000	2,237	2,763	—	—	5,000
Shares issued from At-the-Market Equity Distribution Agreement (Note 15)	7,542,996	14,784	—	—	—	14,784
Exercise of Class A warrants (Note 16)	1,913,270	5,539	(1,712)	—	—	3,827
Exercise of Class B warrants (Note 16)	8,433,096	17,024	(7,224)	—	—	9,800
Exercise of Class C warrants (Note 16)	2,330,000	12,838	(2,353)	—	—	10,485
Conversion of restricted share units, net of shares withheld for taxes (Note 18)	20,296,128	41,355	(41,355)	—	—	—
Exercise of stock options (Note 18)	4,746,546	14,423	(11,410)	—	—	3,013
Share purchases under Employee Stock Purchase Plan (Note 18)	39,128	91	(24)	—	—	67
Nauru and Tonga warrant cost (Note 16)	—	—	38,056	—	—	38,056
Share-based compensation and expenses settled with equity (Notes 11, 12, 18)	—	—	96,672	—	—	96,672
Loss for the period	—	—	—	—	(319,844)	(319,844)
December 31, 2025	**422,966,333**	**$ 681,343**	**$ 237,696**	**$ (1,203)**	**$ (951,279)**	**$ (33,443)**

For the year ended December 31, 2024	Common Shares Shares	Common Shares Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Deficit	Total
January 1, 2024	**306,558,710**	**$ 438,239**	**$ 122,797**	**$ (1,216)**	**$ (548,902)**	**$ 10,918**
Shares and warrants issued under 2024 Registered Direct Offering, net of expenses	19,400,000	17,190	6,023	—	—	23,213
Adjustment to Class A warrant	—	—	590	—	(590)	—
Conversion of restricted share units, net of shares withheld for taxes	10,734,581	14,954	(14,954)	—	—	—
Shares issued as per At-the-Market Equity Distribution Agreement	3,251,588	4,866	—	—	—	4,866
Exercise of stock options	715,772	1,891	(1,428)	—	—	463
Share purchases under Employee Stock Purchase Plan	47,809	77	(38)	—	—	39
Share-based compensation and expenses settled with equity	—	—	25,313	—	—	25,313
Foreign currency translation adjustment	—	—	—	13	—	13
Loss for the year	—	—	—	—	(81,943)	(81,943)
December 31, 2024	**340,708,460**	**$ 477,217**	**$ 138,303**	**$ (1,203)**	**$ (631,435)**	**$ (17,118)**

The accompanying notes are an integral part of these consolidated financial statements.

TMC the metals company Inc.
Consolidated Statements of Cash Flows
(in thousands of US Dollars)

	Note	For the year ended December 31, 2025	2024
Cash provided by (used in)			
Operating activities			
Loss for the year		$ (319,844)	$ (81,943)
Items not affecting cash:			
Nauru and Tonga warrant costs	16	38,056	—
Amortization	7	252	362
Lease expense	8	1,907	1,907
Accrued interest on credit facilities	8, 21	—	416
Share-based compensation and expenses settled with equity	11, 12, 18	96,672	25,313
Equity-accounted investment loss (gain)	9	(287)	226
Gain on dilution of investment	9	(5,649)	—
Change in fair value of royalty liability	10	131,000	—
Change in fair value of warrants liability	16	12,439	(1,057)
Loss on termination of contract		—	199
Unrealized foreign exchange		3,483	(1,222)
Interest paid on amounts drawn from credit facilities and short-term debt	8, 21	(823)	(73)
Corporate income taxes paid during the year		(93)	(34)
Changes in working capital:			
Receivables and prepayments		(1,198)	127
Accounts payable and accrued liabilities		1,234	12,311
Net cash used in operating activities		**(42,851)**	**(43,468)**
Investing activities			
Proceeds from investee distribution	9	692	—
Acquisition of equipment and software	7	(245)	(515)
Net cash provided by (used in) investing activities		**447**	**(515)**
Financing activities			
Proceeds from Korea Zinc Private Placement	14	85,118	—
Proceeds from Registered Direct Offerings	14	42,000	23,900
Expenses paid for Registered Direct Offerings	14	(734)	(357)
Proceeds from shares issued from At-the-Market Distribution Agreement	15	14,784	4,866
Proceeds from exercise of Class A warrants	16	3,827	—
Proceeds from exercise of Class B warrants	16	9,800	—
Proceeds from exercise of Class C warrants	16	10,485	—
Proceeds from drawdown of Credit Facilities		—	4,275
Repayment of drawn amount on Credit Facilities	21	(4,275)	—
Proceeds from drawdown of Allseas Short-Term Debt		—	2,000
Repayment of Allseas Short-Term Debt		—	(2,000)
Proceeds from drawdown of Allseas Working Capital Loan Agreement		—	7,500
Repayment of Allseas Working Capital Loan	8	(7,500)	—
Proceeds from Employee Stock Purchase Plan	18	67	39
Proceeds from exercise of stock options	18	3,013	463
Net cash provided by financing activities		**156,585**	**40,686**
Increase/(Decrease) in cash		**$ 114,181**	**$ (3,297)**
Impact of exchange rate changes on cash		**(28)**	**(65)**
Cash - beginning of year		**3,480**	**6,842**
Cash - end of year		**$ 117,633**	**$ 3,480**

The accompanying notes are an integral part of these consolidated financial statements.

1. Nature of Operations

TMC the metals company Inc. ("TMC" or the "Company") was incorporated as a Cayman Islands exempted company limited by shares on December 18, 2019. On September 9, 2021, the Company completed its business combination with DeepGreen Metals Inc. ("DeepGreen"), a Canadian - registered company founded in 2011, after which DeepGreen became a wholly - owned subsidiary and the combined company began operating as TMC the metals company Inc. and continued as a corporation under the laws of the province of British Columbia, Canada on September 9, 2021. The Company's corporate office, registered address and records office is located at 1111 West Hastings Street, 15th Floor, Vancouver, British Columbia, Canada, V6E 2J3. The Company's common shares and warrants to purchase common shares are listed for trading on the Nasdaq Global Select Market ("Nasdaq") under tickers "TMC" and "TMCWW", respectively.

The Company is a deep seabed minerals developer focused on the collection, processing and refining of polymetallic nodules found on the seafloor in international waters of the Clarion Clipperton Zone in the Pacific Ocean ("CCZ"), with NORI Area D located approximately 1,500 miles (or 2,400 kilometers) southwest of San Diego, California. These nodules contain high grades of four metals (nickel, copper, cobalt, manganese) and rare earth elements (REE) which will initially be transformed into nickel, cobalt and copper-bearing intermediate and metal cathode products as well as a manganese silicate product of approximately 40% manganese comparable to medium-grade manganese ore. Once in production, the Company will explore expanding into other product formats including silicomanganese alloy, battery-grade sulfates and precursor Cathode Active Materials (pCAM), as well as extracting REEs contained in nodules.

On April 28, 2025, the Company's wholly owned subsidiary, The Metals Company USA, LLC ("TMC USA"), formally submitted applications for two exploration licenses and one commercial recovery permit to the National Oceanic and Atmospheric Administration ("NOAA") pursuant to the Deep Seabed Hard Mineral Resources Act of 1980 ("DSHMRA"). The submitted exploration license applications are to secure exploration rights over two areas in the CCZ, namely TMC USA-A and TMC USA-B, covering a total area of 187,017 square kilometers. The submitted commercial recovery permit application is to secure commercial recovery rights for a subset of the TMC USA-A area covering over 25,160 square kilometers. The commercial recovery application is the first submission under DSHMRA for commercial recovery of polymetallic nodules. On January 22, 2026, TMC USA formally submitted a consolidated application to NOAA for an exploration license and a commercial recovery permit for polymetallic nodules in the CCZ. The application was filed under NOAA's new consolidated application and review process. The consolidated application covers approximately 65,000 km^2 exploration and commercial recovery area in the CCZ, compared to a commercial recovery area of 25,160 km^2 in TMC USA's initial commercial recovery permit application filed in April 2025.

Two of the Company's wholly owned subsidiaries, Nauru Ocean Resources Inc. ("NORI") and Tonga Offshore Mining Limited (TOML) continue to hold and comply with the terms of their exploration contracts granted by the International Seabed Authority (ISA).

The realization of the Company's assets and attainment of profitable operations is dependent upon many factors including, among other things: financing being arranged by the Company to continue the scaling of the nodule collection system for the recovery of polymetallic nodules from the seafloor and the processing technology for the treatment of polymetallic nodules at commercial scale, the continued establishment of mineable reserves, the commercial and technical feasibility of seafloor polymetallic nodule collection and processing, metal prices, and regulatory approvals and permitting for commercial operations. The outcome of these matters cannot presently be determined because they are contingent on future events and may not be fully under the Company's control.

2. Basis of Presentation

Statement of Compliance

These consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States ("U.S. GAAP") and include the accounts of TMC and its wholly-owned subsidiaries and equity accounted investments.

Basis of Measurement

These consolidated financial statements have been prepared under the historical cost convention, except for warrants liability and royalty liability that have been measured at fair value and are presented in United States ("US") dollars.

Consolidation

These consolidated financial statements include the financial statements of the Company and its subsidiaries. The principal subsidiaries of the Company, their activities, and their geographic locations as at December 31, 2025, were as follows:

Subsidiary	Principal Activity	Location	Proportion of Interest Held by the Company
DeepGreen Engineering Pte. Ltd.	Mineral exploration	Singapore	100%
DeepGreen Metals ULC[1]	Mineral exploration	Canada	100%
The Metals Company USA, LLC	Development Company	USA	100%
DeepGreen TOML Holding 1 Ltd.	Holding Company	British Virgin Islands	100%
DeepGreen TOML Holding 2 Ltd.	Holding Company	British Virgin Islands	100%
DeepGreen TOML Singapore Ltd.	Mineral exploration	Singapore	100%
Koloa Moana Resources Ltd.	Holding Company	Canada	100%
Nauru Ocean Resources Inc.	Mineral exploration	Republic of Nauru	100%
Offshore Minerals Pty. Ltd.	Mineral exploration	Australia	100%
The Metals Company Australia Pty Ltd	Holding Company	Australia	100%
TMC The Metals Company UK Limited	Holding Company	United Kingdom	100%
Tonga Offshore Mining Limited	Mineral exploration	Kingdom of Tonga	100%
Seafloor Mineral Ventures	Mineral exploration	Indonesia	100%

(1) DeepGreen Metals ULC was merged into TMC the metals company Inc. (its Canadian parent) on January 1, 2026.

All intra-group balances have been eliminated on consolidation.

3. Significant Accounting Policies

i. Foreign Currencies

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and all its subsidiaries is the U.S. Dollar.

At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated into the functional currency at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in currencies other than the U.S. Dollar are translated at rates prevailing at the date when the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated. All gains and losses on translation of these foreign currency transactions are included in the statements of loss and comprehensive loss.

ii. Loss Per Share

Basic loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the loss per share. The dilutive effect of convertible securities is reflected in the diluted loss per share by application of the "if converted" method. The dilutive effect of outstanding options and their equivalents is reflected in the diluted loss per share by application of the treasury stock method.

iii. Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired, or have been transferred, and the Company has transferred substantially all risks and rewards of ownership. A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled, or expires.

The Company's financial instruments consist of cash, receivables (Note 6), short-term debt, accounts payable, accrued liabilities (Note 13) which are initially recognized and subsequently measured at amortized cost, while royalty liability (Note 10), and warrants to acquire common shares of the Company (Note 16) are initially recognized and subsequently measured at fair value with changes in fair value recognized in the consolidated statements of loss and comprehensive loss in the period in which they arise.

iv. Fair Value of Financial Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the reporting date. In accordance with U.S. GAAP, the Company utilizes a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- ***Level 1*** - Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access.
- ***Level 2*** - Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
- ***Level 3*** - Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

There were no transfers between fair value measurement levels during the years ended December 31, 2025 and 2024.

As at December 31, 2025, and 2024, the carrying values of cash, receivables, short-term debt, accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments. The Company's financial instruments measured at fair value at each reporting period (Note 20) consist of its royalty liability (Note 10) and warrants (Note 16).

v. Cash

Cash includes cash on deposit with banking institutions and term deposits with a remaining term to maturity at acquisition of three months or less when purchased.

vi. Equipment and Software

Equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, when it is probable that future economic benefits from such assets will flow to the Company and the cost of such assets can be measured reliably. The carrying amount of an asset is derecognized when it is replaced or taken out of service. Repairs and maintenance costs are charged to the statement of loss and comprehensive loss during the period they are incurred.

The major categories of equipment are amortized on a declining balance basis as follows:

Exploration and other equipment	30 %
Office equipment	30 %

The Company allocates the amount initially recognized to each asset's significant components and depreciates each component separately. Amortization methods and useful life of the assets are reviewed at each financial period end and adjusted on a prospective basis, if required.

Gains and losses on disposals of equipment are determined by comparing the proceeds with the carrying amount of the asset and are included in the statement of loss and comprehensive loss.

Software is currently under development and is stated at cost. The software will be used to monitor nodule collection on the sea floor. The Company will amortize the cost of the software over its useful life after it is put in use, on commencement of nodule collection and treatment at a commercial scale.

vii. Exploration Assets

The Company is in the development stage with respect to its investment in exploration contracts and follows the practice of capitalizing costs related to the acquisition of such exploration contracts. The Company capitalizes costs incurred to renew or extend the term of exploration contracts upon filing for such extension. The cost of exploration assets will be charged to operations using a unit-of-production method based on proven and probable reserves once commercial production commences in the future. The Company evaluates impairment indicators on its exploration assets at each reporting period and adjusts its carrying value if an impairment is identified.

viii. Exploration and Evaluation Expenses

While in the exploration and early development phases, the Company expenses all costs related to exploration and development of exploration contracts. Such exploration and development costs include, but are not limited to environmental studies, mining, technological and process development, prefeasibility studies, sponsorship, training and stakeholder engagement, and personnel costs, including shared-based compensation.

We align our operating expenses based on activity performed by our personnel which allocates some of these costs to Exploration and Evaluation expenses. This alignment is adjusted throughout the year to reflect changes in business activities.

ix. Share-Based Compensation

Share-based compensation is measured at the grant date based on the fair value of the award and is recognized over the requisite service period. Share-based compensation costs are charged to exploration and evaluation expenses or general and administrative expenses in the statement of loss and comprehensive loss. The Company recognizes forfeiture of any awards as they occur. The Company records share-based compensation from the issuance of stock options and restricted share units ("RSUs") to employees with service-based conditions using the accelerated attribution method.

For stock options and restricted share units issued with performance conditions (Note 18), the Company recognizes share-based compensation cost when the specific performance targets become probable of being achieved using the accelerated attribution method. When these costs relate to equity financing, they are netted against share capital as a share issuance cost. The fair value of stock option awards with only service and/or performance conditions is estimated on the grant date using a Black-Scholes option-pricing model.

For stock options and restricted share units issued with market conditions (Note 18), the Company recognizes share-based compensation cost over the expected achievement period for the related market capitalization milestone determined on the grant date. If the related market capitalization milestone is achieved earlier than its expected achievement period, then any unamortized share-based compensation cost for that milestone is recognized at that time. The fair value of market-based stock option awards is estimated on the grant date using Monte-Carlo simulations.

The Company at times grants common shares, stock options or RSUs in lieu of cash to certain vendors for their services to the Company. The Company recognizes the associated cost in the same period and manner as if the Company paid cash for the services provided.

x. Warrants Liability

The Company evaluates all of its financial instruments, including issued share purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to U.S. GAAP Accounting Standard Codification ("ASC") 480, Distinguishing Liability from Equity ("ASC 480"), and ASC 815, Derivatives and Hedging ("ASC 815"). The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

The Company accounts for the Public Warrants and Private Warrants (as defined below) in accordance with the guidance contained in ASC 815 (Subtopic 40), Derivative and Hedging – Contracts in Entity's Own Equity ("ASC 815-40"), and the U.S. Securities and Exchange Commission ("SEC") Division of Corporation Finance's April 12, 2021 Public Statement, Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies ("SEC Statement"), under which the 15,000,000 common share warrants issued by the Company as part of the units offered in its initial public offering ("Public Warrants") were determined to meet the criteria for equity classification, while the 9,500,000 private placement common share warrants issued by the Company in a private placement simultaneously with the closing of the initial public offering ("Private Warrants") did not meet the criteria for equity classification and were recorded as liabilities. Specifically, the terms of the Private Warrants provide for potential changes to the settlement amounts dependent upon the characteristics of the warrant holder, and, because the holder of a Private Warrant is not an input into the pricing of a fixed-for-fixed option on equity shares, such provision would preclude the Private Warrants from being classified in equity and should be classified as a liability. Accordingly, the Company classified the Private Warrants as liabilities measured at fair value and adjusts the Private Warrants to their fair value at the end of each reporting period. Fair value changes in the Private Warrants are recognized in the Company's statement of loss and comprehensive loss.

The Company issued several other warrants in 2024 and 2025. All these warrants met the criteria for equity classification and were recorded under additional paid-in capital (Note 16).

xi. Income Taxes

Income tax expense represents the sum of current tax expense and deferred tax expense.

Current tax expense is based on taxable profit for the year and includes any adjustments to tax payable in respect of previous years. Taxable profit differs from accounting profit or loss as reported in the consolidated income statement because it excludes (i) items of income or expense that are taxable or deductible in other years and (ii) items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted by the balance sheet date. The Company's policy is to account for income tax related interest and penalties in income tax expense in the accompanying statements of loss and comprehensive loss.

Deferred tax income taxes are accounted for using the asset and liability method. Deferred income tax assets and liabilities are based on temporary differences, which are differences between the accounting basis and tax basis of assets and liabilities, non-capital loss, capital loss, and tax credits carryforwards and are measured using the enacted tax rates and laws expected to apply when these differences reverse. Deferred tax benefits, including non-capital loss, capital loss, and tax credit carryforwards are recognized to the extent that realization of such benefits is considered more likely than not. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statements of loss and comprehensive loss in the period that enactment occurs. When realization of deferred income tax assets does not meet the more likely than not criterion for recognition, a valuation allowance is provided.

xii. Leases

The Company records leases in accordance with ASC 842, *Leases*, and determines if an arrangement contains a lease at inception. Specifically, a contract is or contains a lease when (1) the contract contains an explicitly or implicitly identified asset and (2) we obtain substantially all of the economic benefits from the use of that underlying asset and direct how and for what purpose the asset is used during the term of the contract in exchange for consideration. If an arrangement contains a lease, the Company performs a lease classification test to determine if the lease is an operating lease or a finance lease. Right-of-use ("ROU") assets represent the right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease.

Lease liabilities are recognized on the commencement date of the lease based on the present value of the future lease payments over the lease term. The discount rate used to calculate the present value of lease payments is the rate implicit in the lease. Lease liabilities due within the subsequent 12 months of the reporting date are classified as current lease liabilities and are included in accounts payable and accrued liabilities on the Company's consolidated balance sheet. Lease liabilities payable after the subsequent 12 months of the reporting date are classified as non-current lease liabilities and are presented as non-current lease liability in the consolidated balance sheet.

ROU assets are valued at the initial measurement of the lease liability, plus any indirect costs or rent prepayments, and reduced by any lease incentives and any deferred lease payments. ROU assets are recorded as Right-of-use assets, net of any amortization on the consolidated balance sheet. Operating ROU assets are amortized on a straight-line basis over the lease term, whereas Finance ROU assets are amortized on a front-loaded basis. Depending on the nature of the ROU asset, the amortization expense is either included in exploration and evaluation expenses or in general and administrative expenses.

The Company subsequently measures the ROU assets for an operating lease at the amount of the remeasured lease liability (i.e. the present value of the remaining lease payments), adjusted for the remaining balance of any lease incentives received, any cumulative prepaid or accrued rent if the lease payments are uneven throughout the lease term and any unamortized initial direct costs. The ROU assets for a finance lease are subsequently measured by amortizing them on a straight-line basis over the shorter of the lease term or useful life and also adjusted for any impairments.

xiii. Investments

The Company consolidates investments over which it has control in accordance with ASC 810, Consolidation ("ASC 810"). Where the Company does not have control over the investment, but has significant influence, the Company records the investment in accordance with ASC 323, *Investments-Equity Method and Joint Ventures*, whereby, after recording the initial investment at cost, the Company recognizes its proportional share of results of operations and distributions from the affiliates in its consolidated financial statements. The value of the equity method investments is impaired if it is determined that there is an other-than-temporary decline in value. The Company records the results of certain equity method investees on a one-quarter reporting lag due to the timing when financial information becomes available.

The Company applies the cumulative earnings approach in determining the classification of distributions received from equity method investees in the statement of cash flows.

xiv. Short-term debt and credit facilities

The Company records borrowings under its short-term debt and line of credit at the amount drawn, net of any directly attributable financing costs. Interest expense is recognized as incurred based on the interest rate specified in the debt and line of credit agreements (Notes 8 and 21). Short-term debt and outstanding balances under the line of credit, are stated under Short-term debt and classified as a current liability. The accrued interest payable amount on the short-term debt and line of credit is disclosed under Accounts payable and accrued liabilities and classified as current liability.

xv. Advertisement

The Company expenses advertising costs as incurred and are included in general and administrative expenses. Advertising costs are not material for the periods presented.

4. Significant Accounting Estimates and Judgements

The preparation of financial statements in accordance with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Significant estimates and assumptions reflected in these consolidated financial statements include, but are not limited to, the evaluation of going concern, the valuation of share-based payments, including equity awards (Note 18), the valuation of warrants (Note 16), and the valuation of the royalty liability (Note 10). Actual results may differ materially from these estimates.

Significant management judgments and estimates were applied to the following areas:

i. Evaluation of Going Concern

The Company evaluates its ability to operate as a going concern at each reporting period. This evaluation requires the Company to estimate its cash flow commitments over a forecast period of twelve months and whether it has the financial ability to pay for such commitments. Changes in these estimates and assumptions may have a material impact on this assessment.

ii. Valuation of Share-Based Payments

The fair market value of RSUs granted to employees, non-employees and directors is based on the closing market price of the Company's shares, on the date these were granted (Note 18).

The valuation of other share-based awards, including stock options and any awards with market-based vesting conditions involves the use of estimates, judgments and assumptions that are subjective, such as those regarding the probability of future events. Changes in these estimates and assumptions impact the Company's valuation as of the valuation date and may have a material impact on the valuation of the Company's common shares. Changes in these assumptions used to determine the fair value of incentive stock options, including the vesting timeline of granted stock options, could have a material impact on the Company's loss and comprehensive loss.

iii. Valuation of Warrants

The Company re-measures the fair value of the Private Warrants at the end of each reporting period (Note 16). The fair value of the Private Warrants was estimated using a Black-Scholes option pricing model whereby the expected volatility was estimated using a binomial model that assigned equal weight to the implied volatility of the Company's Public Warrants, adjusted for the call feature triggered at prices above $18.00 over 20 trading days within any 30-day period, and the historical volatility of the common share price.

During 2025, the Company issued warrants to Republic of Nauru ("Nauru") and to Kingdom of Tonga ("Tonga") (Note 16). These warrants are contingently exercisable and may only be exercised if the Company obtains a license to engage in deep seabed mineral recovery and elects to pursue such activities. Accordingly, the Company measures the fair value of the warrants using a probability-weighted approach. Under the scenario in which the license is obtained, fair value is estimated using a Black-Scholes option pricing model based on the implied share price under that scenario. If the license is not obtained, the warrants are assumed to have no economic value. Expected volatility is estimated using an equal-weighted blend of historical share price volatility and the implied volatility of the Company's publicly traded warrants.

The Company also has outstanding Class A Warrants, Class B Warrants, Class C Warrants (each, as defined below) and warrants issued to Korea Zinc (Note 16) which were valued using a Monte Carlo simulation by running 250,000 trials. The model assumed that the Company's share price follows geometric Brownian motion which is a standard assumption used in Monte Carlo univariate pricing models. The valuation was calculated under a risk-neutral framework using a zero-coupon risk-free interest rate derived from the Treasury Constant Maturities yield curve for a term until the expiry of the warrants. The Company's share price was simulated up to the expiration date using a blended volatility, calculated by assigning equal weights to both implied volatility of the Company's Public Warrants and the historical volatility of the Company's share price.

iv. Valuation of Royalty Liability

The Company remeasures the fair value of its royalty liability at each reporting date (Note10). The valuation of the royalty liability requires significant judgment and is dependent on the stage of development of the underlying assets and the availability of observable market data.

For areas that remain in an advanced exploration stage, the fair value is determined using a market approach. This approach involves analyzing recent royalty transactions prior to the reporting date, with particular focus on transactions involving similar metals to those contained in the Company's polymetallic nodules. The Company evaluates the specific terms and characteristics of comparable transactions and applies judgment to estimate the fair value. For areas supported by a pre-feasibility study (PFS), the fair value is determined using an income approach. This approach applies a discounted cash flow model based on projected production and cash flows derived from the PFS. Key assumptions include forecast metal prices, estimated operating and capital costs, production profiles, and a discount rate that reflects the risks specific to the project. Changes in assumptions related to market conditions, permitting, project timelines, production forecasts, metal prices, repurchase options or discount rates could result in material changes to the estimated fair value of the royalty liability in future periods.

5. Recent Accounting Pronouncements Issued and Adopted

In December 2023, the Financial Accounting Standards Board ("FASB") issued ASU 2023-09, *Income Taxes* (Topic 740): *Improvements to Income Tax Disclosures*, which enhances the transparency and decision usefulness of income tax disclosures, including modifications to the rate reconciliation and income taxes paid disclosures. The guidance is effective for public business entities for annual periods beginning after December 15, 2024. The Company adopted ASU 2023-09 in 2025 on a prospective basis, as permitted by the standard (Note 24). The adoption affected the presentation of income tax disclosures but did not impact the Company's consolidated balance sheet, consolidated statement of loss and comprehensive loss and consolidated statement of cash flows.

6. Receivables and Prepayments

The amounts of outstanding receivables and prepayments at December 31, 2025 and 2024 are as follows:

	December 31 2025	December 31 2024
Taxes and other receivables	**$ 664**	$ 249
Prepayments	**2,385**	1,602
	$ 3,049	$ 1,851

7. Equipment and Software

The movements in the Company's capital equipment are as follows:

Cost	Equipment	Software [1]
December 31, 2023	$ 3,294	$ 1,643
Additions	—	285
December 31, 2024	**$ 3,294**	**$ 1,928**
Additions	—	197
December 31, 2025	**$ 3,294**	**$ 2,125**
Accumulated depreciation		
December 31, 2023	$ (2,161)	$ —
Amortization for the year	(362)	—
December 31, 2024	**$ (2,523)**	**$ —**
Amortization for the year	**(252)**	—
December 31, 2025	**$ (2,775)**	**$ —**
Net book value		
As at December 31, 2024	$ 771	$ 1,928
As at December 31, 2025	**$ 519**	**$ 2,125**

[1] The software is under development and not in use.

8. Strategic Alliance with Allseas Group S. A. and Affiliates

Development of Project Zero Offshore Nodule Collection System

On March 16, 2022, NORI and Allseas Group S.A. ("Allseas") entered into a non-binding term sheet for the development and operation of a commercial nodule collection system. For the year ended December 31, 2025, Allseas provided the Company with engineering, project management and vessel use services consisting of lay-up costs totaling $5.0 million, as part of the development of the commercial nodule collection system. These costs were recorded as mining, technological and process development within exploration and evaluation expenses (Note 11) (2024: $11.9 million).

Exclusive Vessel Use Agreement with Allseas

On August 1, 2023, the Company entered into an Exclusive Vessel Use Agreement with Allseas pursuant to which Allseas will give exclusive use of the vessel ("*Hidden Gem")* to the Company in support of the development of a commercial nodule collection system until the system is completed or December 31, 2026, whichever is earlier. In consideration of the exclusivity term, the Company, on August 14, 2023, issued 4.15 million common shares to Allseas. Allseas can terminate the agreement if the Company ceases normal operations, assigns assets to creditors, initiates bankruptcy proceedings, or faces unresolved bankruptcy-related actions.

The Company recorded a lease liability and right-of-use asset of $6.5 million, which represents the fair value of 4.15 million common shares issued to Allseas on August 14, 2023, as consideration, and equal to the present value of the lease payments. The entire lease liability was settled within 14 days of the commencement of the lease and the discount rate for calculating the present value of lease payments was determined to be insignificant.

For the year ended December 31, 2025, the Company has recognized $1.9 million as lease expense recorded as exploration and evaluation expense (December 31, 2024: $1.9 million).

As at December 31, 2025, the net amount of right-of-use asset was as follows:

	Right-of-use Asset
Balance as at December 31, 2023	**$ 5,721**
Lease expense during the year	(1,907)
Balance as at December 31, 2024	**$ 3,814**
Lease expense during the year	(1,907)
Balance as at December 31, 2025	**$ 1,907**

2023 Credit Facility and Loan Agreements with Company Related to Allseas

On March 22, 2023, the Company entered into an Unsecured Credit Facility Agreement, which was amended on July 31, 2023 ("2023 Credit Facility"), with Argentum Cedit Virtuti GCV (the "Lender"), the parent of Allseas Investments S.A. ("Allseas Investments") and an affiliate of Allseas, pursuant to which, the Company could borrow from the Lender up to $25 million in the aggregate, from time to time, subject to certain conditions. All amounts drawn under the 2023 Credit Facility bore interest based on the 6-month Secured Overnight Financing Rate, 180-day average plus a margin of 4.0% per annum payable in cash semi-annually (or plus a margin of 5% if paid-in-kind at maturity, at the Company's election) on the first business day of each of June and January. The Company had to pay an underutilization fee equal to 4.0% per annum payable semi-annually for any amounts that remained undrawn under the 2023 Credit Facility. The Company had the ability to settle certain charges under the 2023 Credit Facility in cash or in equity at the discretion of the Company. The 2023 Credit Facility also contained customary events of default.

On March 24, 2025, the Company entered into a Letter Agreement with the Lender, pursuant to which the 2023 Credit Facility was cancelled with the only obligation remaining being the underutilization fees amounting to $2 million.

During the year ended December 31, 2025, the Company did not draw down any amount from the 2023 Credit Facility (December 31, 2024 - $nil) and incurred $0.2 million as underutilization fees (December 31, 2024: $1 million).

On September 9, 2024, the Company entered into a working capital loan agreement (the "Working Capital Loan Agreement") with Allseas Investments, a company related to Allseas, and on the next day received initial principal amount of $5 million ("Working Capital Loan"). Pursuant to an amendment dated October 18, 2024, the agreement was amended to increase the loan amount to $7.5 million, reflecting an additional $2.5 million draw. The Working Capital Loan was payable to Allseas Investments on or before the earlier of (i) the occurrence of certain financing events and (ii) April 1, 2025 (the "Repayment Date"). The Working Capital Loan bore interest based on the 6-month Secured Overnight Financing Rate, 180-day average plus a margin of 4.0% per annum and was payable in two installments on January 2, 2025, and the Repayment Date (or plus a margin of 5.0% if all interest payments are deferred to the Repayment Date, at the Company's election). On March 24, 2025, the Company entered into a Letter Agreement with Allseas Investments, pursuant to which the Repayment Date under the Working Capital Loan Agreement was extended to September 30, 2025, with principal and interest repayable on that date.

On June 4, 2025, the Company repaid the outstanding loan principal and interest, amounting to $7.5 million and $0.5 million, respectively, thereby cancelling the Working Capital Loan Agreement. For the year ended December 31, 2025, the Company incurred $0.3 million as interest expense (December 31, 2024: $0.2 million).

Other Activity

On May 12, 2025, the Company entered into a securities purchase agreement with Allseas (Note 14) pursuant to which the Company issued 2,333,333 common shares of the Company, and 2,333,333 Class C Warrants to Allseas in exchange for gross proceeds of $7 million.

As at December 31, 2025, the total amount payable to Allseas and its affiliates was $34.2 million of which $32.2 million related to the development of the nodule collection system and $2 million related to the underutilization fees payable on the 2023 Credit facility. These amounts were recorded in accrued liabilities in the consolidated balance sheet which can be settled in cash or equity at the Company's discretion (Note 13) (December 31, 2024: $33.3 million, of which $25.8 recorded as accrued liabilities and $7.5 million recorded as short-term debt). As at December 31, 2025, Allseas and its affiliates owned 56.1 million common shares of the Company (2024: 53.8 million TMC common shares) which constituted 13.3% (December 31, 2024: 15.8%) of total common shares outstanding.

9. Investments

On February 21, 2023 (the "Closing Date"), the Company and its wholly-owned subsidiary, NORI, entered into an investment agreement (the "Royalty Agreement") with Low Carbon Royalties Inc. ("Low Carbon Royalties"). In connection with the Royalty Agreement, NORI contributed a 2% gross overriding royalty (the "NORI Royalty") (Note 10) on the Company's NORI project area in the CCZ to Low Carbon Royalties. In consideration of the NORI Royalty, TMC received an ownership in Low Carbon Royalties and $5 million in cash, as of the Closing Date. In connection with the Royalty Agreement the Company entered into an Investor Rights Agreement with Low Carbon Royalties and a shareholder of Low Carbon Royalties, pursuant to which the Company and this shareholder each have a right, subject to certain percentage maintenance, to nominate a director to Low Carbon Royalties' board of directors, along with registration and information rights. Based on the fair value of the NORI Royalty granted and the cash received, the Company recorded $9 million as investment in Low Carbon Royalties on the Closing Date. In the third quarter of 2025, Low Carbon Royalties changed its name to The Metals Royalty Company Inc. ("The Metals Royalty Company") and formed 1554997 B.C. Ltd.

As a condition of closing the Royalty Agreement, the parties entered into an agreement with Low Carbon Royalties to mitigate risks associated with the potential termination of the exploitation license granted for one of the royalty-producing natural gas fields in Latin America (the "Exploitation License"). As per the agreement, 5 million contingent value rights ("CVR") were issued to NORI. The CVR would convert into 5 million additional shares of Low Carbon Royalties all of which would be issued to NORI, in the event the Exploitation License is found, in a final decision, to be invalid by the Colombian National Agency of Hydrocarbons prior to the earlier of (1) five years from the issuance of the CVR and (2) the date Low Carbon Royalties becomes a publicly listed entity.

During 2025, The Metals Royalty Company issued 3,443,699 common shares against stock option exercise and 4,569,770 common shares through various private placement, raising $25.0 million of gross proceeds. The Company did not participate in the offering, which reduced its ownership interest from 32.27% to 27.2%. (December 31, 2024: 32.27%). As the shares were issued at a price higher than The Metals Royalty Company's book value per share, the Company recorded a dilution gain of $5.6 million.

In the fourth quarter of 2025, The Metals Royalty Company transferred its oil and gas royalty assets to 1554997 B.C. Ltd. in exchange for shares of 1554997 B.C. Ltd ("Spin-Out transaction'). The Metals Royalty Company subsequently distributed the shares of 1554997 B.C. Ltd. to its existing shareholders as a return of capital on a one-for-one basis for each common share of The Metals Royalty Company, resulting in The Metals Royalty Company retaining no ownership interest in 1554997 B.C. Ltd. Following the Spin-Out transaction, the Company recognized its investment in 1554997 B.C. Ltd. at its proportionate share (27.2%) of the fair value of the net assets transferred. Following completion of the Spin-Out transaction, the Company evaluated its investment in 1554997 B.C. Ltd. under ASC 810, "*Consolidation"* and concluded that consolidation was not required as the Company does not have a controlling financial interest in 1554997 B.C. Ltd. The Company holds 27.2% ownership interest and has representation on the board of directors of 1554997 B.C. Ltd., providing the Company with the ability to exercise significant influence over 1554997 B.C. Ltd.'s operating and financial policies. Accordingly, the investment is accounted for under the equity method in accordance with ASC 323 (*Investments*). As the financial information of 1554997 B.C. Ltd. is not available on a timely basis, the Company records its share of the results in 1554997 B.C. Ltd on a one-quarter reporting lag.

As at December 31, 2025, The Metals Royalty Company had 872,250 stock options and 1,569,000 restricted share units outstanding, the settlement of which may significantly affect the Company's share of reported earnings or losses.

The below table summarizes the changes in the Company's investments during the year:

		The Metals Royalty Company	1554997 B.C. Ltd.
Investment as at December 31, 2023	$	8,429	—
Equity-accounted investment loss for the year ended 2024		(226)	—
Investment as at December 31, 2024	**$**	**8,203**	**—**
Spin-Out transaction		(3,739)	3,739
Return of capital[1]		(346)	(346)
Dilution gain		5,649	—
Equity-accounted investment gain for the year ended 2025		287	—
Investment as at December 31, 2025	**$**	**10,054**	**3,393**

(1) During 2025, both investees declared and paid a return of capital of $0.025 per share with the Company's share of return of capital amounting to $0.3 million from each investee.

Financial results of The Metals Royalty Company at and for the years ended December 31, 2025 and 2024 are summarized below:

		As at December 31, 2025	As at December 31, 2024
Current assets	**$**	**18,853**	1,660
Non-current assets		**14,095**	25,277
Current liabilities		**1,763**	**—**

		Year ended December 31, 2025	December 31, 2024
Operating expenses	**$**	**6,641**	1,193
Loss from continuing operations		**6,777**	1,137
Net income (loss)	**$**	**1,182**	(689)

Financial information for 1554997 B.C. Ltd. is not presented as the Company reports its share of results in this investment on a one-quarter reporting lag and the investment was acquired in the fourth quarter of 2025.

10. Royalty Liability

The NORI Royalty (including Areas A to D) (Note 9) was recorded as a royalty liability in the consolidated Balance Sheet in accordance with ASC 470, *Debt*. The Company elected to account for the royalty liability at fair value through profit and loss. The fair value of Areas A to C was determined using a market approach which entails examining recent royalty transactions prior to the reporting date, focusing on those transactions that involve similar metals as contained in NORI's polymetallic nodules. The Company compared the specific characteristics of these transactions and estimated the fair value for Areas A to C at $15 million as at December 31, 2025. The fair value of Area D was determined using an income approach following the Company's completion and release of its PFS with respect to NORI Area D filed in August 2025 resulting with a fair value for Area D of $130 million as at December 31, 2025. The discounted cash flow fair value reflects updated operational and economic assumptions, including the use of forward metal prices and a discount rate of approximately 10.6%, related to the NORI Area D project used in support of the PFS.

The following table presents the changes in the fair value of the royalty liability:

	Royalty Liability
Royalty liability as at December 31, 2024	$ 14,000
Increase in fair value of royalty liability	131,000
Royalty liability as at December 31, 2025	**$ 145,000**

11. Exploration Assets

Significant Exploration Agreements

NORI Exploration Contract:

The Company's wholly-owned subsidiary, NORI, was granted an exploration contract ("NORI Exploration Contract") on July 22, 2011 under the sponsorship of Nauru. The contract application fee of $0.3 million, provides NORI with exclusive rights to explore for polymetallic nodules in the NORI Area for an initial term of 15 years (renewable for successive five-year periods) subject to complying with the exploration contract terms (Note 22) and provides NORI with the priority right to apply for an exploitation contract to collect polymetallic nodules in the same area. The NORI Exploration Contract terminates on July 22, 2026, and the Company has filed for an extension.

NORI has a right to renounce, without penalty, in whole or part of its rights in the NORI Area at any time and therefore does not have a fixed commitment with relation to the NORI Exploration Contract (Note 22).

TOML Exploration Contract:

TOML was granted an exploration contract ("TOML Exploration Contract") on January 11, 2012 under the sponsorship of Tonga. The TOML Exploration Contract provides TOML with exclusive rights to explore for polymetallic nodules in the TOML Area for an initial term of 15 years (renewable for successive five-year periods) subject to complying with the exploration contract terms and a priority right to apply for an exploitation contract to collect polymetallic nodules in the same area. The TOML Exploration Contract terminates on January 11, 2027.

On March 31, 2020, the Company entered into an acquisition agreement with Deep Sea Mining Finance Ltd. to acquire TOML and other related entities in the group (the "TOML Acquisition"). Total purchase price of the TOML Acquisition, before transaction costs, was $32.0 million comprising of $42.7 million for exploration contracts offset by $10.7 million for deferred tax liability. TOML holds the TOML Exploration Contract and some exploration related equipment.

Reconciliation – Exploration Contracts

A reconciliation of the Company's capitalized exploration contracts is as follows:

	NORI Contract	TOML Contract	Marawa Option Agreement	Total
December 31, 2023	$ 250	$ 42,701	$ 199	$ 43,150
Termination of Marawa Option Agreement	—	—	(199)	(199)
December 31, 2024	$ 250	$ 42,701	$ —	$ 42,951
Changes during the year	—	—	—	—
December 31, 2025	**$ 250**	**$ 42,701**	**$ —**	**$ 42,951**

The detail of exploration and evaluation expenses is as follows:

	For the year ended December 31, 2025	For the year ended December 31, 2024
Environmental studies	**$ 3,654**	$ 3,234
Exploration labor[1]	**9,542**	9,424
Share-based compensation[1] (Note 18)	**15,355**	10,451
Mining, technological and process development[2]	**7,560**	22,392
Prefeasibility studies	**1,149**	1,120
Sponsorship, training and stakeholder engagement	**2,645**	3,069
Other	**377**	953
Exploration and Evaluation Expenses	**$ 40,282**	$ 50,643

(1) Reflects underlying project-related work performed by the Company's personnel.
(2) Mining, technological and process development include $0.1 million of expenses settled with RSUs in 2025 (2024: $nil) (Note 18).

12. General and Administrative Expenses

General and administrative expenses for the years ended December 31, 2025 and 2024 are as follows:

	For the year ended December 31, 2025	For the year ended December 31, 2024
Professional and consulting fees[1]	**$ 14,011**	$ 8,532
Investor relations	**1,855**	1,547
Office and sundry	**2,023**	3,047
Salaries and wages[3]	**6,324**	5,813
Director fees	**760**	814
Share-based compensation[2][3]	**73,533**	9,793
Transfer agent and filing fees	**506**	321
Travel expenses	**760**	777
General and Administrative Expenses	**$ 99,772**	$ 30,644

(1) Professional and consulting fees include $3.6 million of expenses settled with RSUs in 2025 (2024: $1.2 million) (Note 18).
(2) Includes $58.9 million related to 6,500,000 options and 11,915,676 RSUs granted to some directors and a consultant on August 28, 2025 (Note 18).
(3) Reflects underlying corporate-related activities performed by the Company's personnel.

13. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities at December 31, 2025 and 2024 are as follows:

	December 31, 2025	December 31, 2024
Accounts Payable[1]	**$ 2,277**	$ 6,198
Accrued Liabilities[2]	**43,771**	36,556
	$ 46,048	$ 42,754

(1) The accounts payable balance includes $0.7 million of underutilisation fees payable to the related parties under 2024 Credit facility (Note 21).

(2) As at December 31, 2025, accrued liabilities totaled $43.8 million (December 31, 2024 - $36.5 million), of which $34.2 million relates to Allseas (Note 8) (December 31, 2024 - $25.8 million).

14. Financing Activity

2024 Registered Direct Offering

In the last quarter of 2024, the Company entered into a securities purchase agreement with certain investors, pursuant to which the Company agreed to sell and issue, in a registered direct offering (the "2024 Registered Direct Offering") an aggregate of 19,900,000 common shares and issue Class B Warrants to purchase 9,950,000 Common Shares ("Class B Warrants") (Note 16). The purchase price per common share and accompanying Class B Warrant was set at $1.00. On February 6, 2025, the Company received the final balance of committed funding from the 2024 Registered Direct Offering amounting to $5 million and issued 5,000,000 common shares and 2,500,000 Class B Warrants. Out of the total net proceeds of $5 million received in 2025, the net proceeds attributable to common shares were $2.2 million and the net proceeds attributable to Class B Warrants were $2.8 million (Note 16).

2025 Registered Direct Offering

On May 12, 2025, the Company entered into a securities purchase agreement with certain new and existing investors pursuant to which the Company in consideration of gross proceeds of $37 million, agreed to sell and issue, in a registered direct offering (the "2025 Registered Direct Offering"), an aggregate of 12,333,333 common shares of the Company, and accompanying Class C warrants to purchase an aggregate of 12,333,333 common shares ("Class C Warrants") to such new and existing investors (Note 16). The purchase price per common share and accompanying Class C Warrant was set at $3.00.

As of December 31, 2025, the Company received the entire gross proceeds of $37 million and issued 12,333,333 common shares and 12,333,333 Class C Warrants. The total expenses related to the 2025 Registered Offering were $0.3 million resulting in net proceeds of $36.7 million.

Agreement with Korea Zinc

On June 16, 2025, the Company entered into a securities purchase agreement (the "Korea Zinc Agreement") with Korea Zinc Company, Ltd. ("Korea Zinc"), pursuant to which the Company in consideration of gross cash receipt of $85.2 million, agreed to issue and sell to Korea Zinc 19,623,376 common shares of the Company and accompanying warrants to purchase an aggregate of 6,868,181 common shares (Note 16). The purchase price per share and accompanying warrant was set at $4.34. As at December 31 2025, the Company received the entire purchase amount of $85.2 million and issued 19,623,376 common shares and accompanying warrants to purchase an aggregate of 6,868,181 common shares. The total expenses related to the Korea Zinc agreement were $1.9 million paid in equity.

Pursuant to the Korea Zinc Agreement, subject to certain exceptions, Korea Zinc will have a right to participate in any public offering or private placement of any common shares or common share equivalents of the Company primarily for capital raising purposes (each a "Proposed Offering") up to such amount of securities to maintain its percentage ownership in the Company at the time of such Proposed Offering. Such right to participate in future financings will expire upon the earlier to occur of (i) June 16, 2030, (ii) the date on which Korea Zinc owns less than all of the common shares it purchased and subscribed pursuant to the Korea Zinc Agreement and (iii) immediately after a closing of a Proposed Offering where Korea Zinc does not exercise its participation right in full. Additionally, the Korea Zinc Agreement provides that a representative of Korea Zinc may serve as a non-voting observer to the Company's board of directors, which representative may have access to certain information and attend and provide input at meetings of the Company's board of directors, subject to certain limitations.

15. Shares issued as per At-the-Market Equity Distribution Agreement ("ATM")

In December 2022, the Company filed a prospectus supplement with the Securities and Exchange Commission to sell up to $30 million of the Company's common shares from time to time through an ATM. In 2025, the Company issued 7,542,996 common shares (2024: 3,251,588) (Note 17) at an average share price of $2.02 (2024: $1.53), resulting in net proceeds of $14.8 million (2024: $4.9 million), after incurring $0.5 million (2024: $0.1 million) as commission and fees. The ATM expired in October 2025.

16. Warrants

Public Warrants

As at December 31, 2025, 15,000,000 Public Warrants were outstanding: there were no exercises or issuances during 2025 (December 31, 2024 – 15,000,000). Each whole Public Warrant entitles the holder to purchase one common share at a price of $11.50 per share beginning on October 9, 2021, subject to restrictions as described further. Public Warrants may only be exercised for a whole number of shares. No fractional Public Warrants will be issued upon separation of the units and only whole Public Warrants will trade. The Public Warrants will expire on September 9, 2026 or earlier upon redemption or liquidation. Public Warrant holders do not have the rights or privileges of holders of common shares nor any voting rights until they exercise their warrants and receive common shares.

The Company will not be obligated to deliver any common shares pursuant to the exercise of a Public Warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act of 1933, as amended ("Securities Act") with respect to the common shares underlying the Public Warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No Public Warrants will be exercisable and the Company will not be obligated to issue a common share upon exercise of a Public Warrant unless the common share issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a Public Warrant, the holder of such warrant will not be entitled to exercise such warrant and such warrant may have no value and expire worthless. In no event will the Company be required to net cash settle any Public Warrants. In the event that a registration statement is not effective for the exercised Public Warrants, the purchaser of a unit containing such warrant will have paid the full purchase price for the unit solely for the common share underlying such unit.

The Company may call the Public Warrants for redemption:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon a minimum of 30 days' prior written notice of redemption; and
- if, and only if, the closing price of the common shares equals or exceeds $18.00 per share (as adjusted for share subdivisions, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-day trading period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

If the Company calls the Public Warrants for redemption in certain circumstances, management will have the option to require all holders that wish to exercise the Public Warrants to do so on a cashless basis, by surrendering the Public Warrants for a number of common shares per warrant equal to the lesser of:

- the quotient obtained by dividing (x) the product of the number of common shares underlying such warrant, multiplied by the excess of the average reported closing price of common shares for the ten trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders ("Fair Market Value") over the warrant price by (y) the Fair Market Value, and
- 0.365.

As at December 31, 2025, the value of outstanding Public Warrants of $19.5 million (2024: $19.5 million) was recorded in additional paid-in capital.

Private Warrants

As at December 31, 2025, 9,500,000 Private Warrants were outstanding (December 31, 2024 – 9,500,000). The Private Warrants are identical to the Public Warrants, except that so long as they are held by the Sponsor or any of its permitted transferees:

(i) the Private Warrants are exercisable for cash or on a cashless basis, at the holder's option, and
(ii) the Private Warrants are not redeemable by the Company.

The Private Warrants are subject to the Company's redemption option at the price of $0.01 per warrant, if not held by the Sponsor or any of its permitted transferees, provided that the other conditions of such redemption are met, as described above. If holders of the Private Warrants elect to exercise the warrants on a cashless basis, the holder would pay the exercise price by surrendering their Private Warrants for a number of common shares equal to:

- the quotient obtained by dividing (x) the product of the number of common shares underlying the warrants, multiplied by the excess of the average reported closing price of the common shares for the ten trading days ending on the third trading day prior to the date on which the notice of warrant exercise is sent to the warrant agent ("fair market value") over the exercise price of the warrants by (y) the fair market value.

If the Private Warrants are held by a holder other than the Sponsor or any of its permitted transferees, the Private Warrants are redeemable by the Company in all redemption scenarios applicable to the Public Warrants and exercisable by such holders on the same basis as the Public Warrants. The Private Warrants will expire on September 9, 2026.

The Company evaluated the Private Warrants under ASC 815-40, in conjunction with the SEC Statement, and concluded that they do not meet the criteria to be classified in shareholders' equity. Specifically, the terms of the warrants provide for potential changes to the settlement amounts dependent upon the characteristics of the warrant holder, and, because the holder of a warrant is not an input into the pricing of a fixed-for-fixed option on equity shares, such provision would preclude the warrant from being classified in equity and thus the warrants should be classified as a liability.

The Private Warrants were valued using a Black-Scholes model, which resulted in a Level 3 fair value measurement. The primary unobservable input utilized in determining the fair value of the Private Warrants was the expected volatility of the Company's common shares. The expected volatility was estimated using a binomial model that assigned equal weight to the implied volatility of the Company's Public Warrants, adjusted for the call feature triggered at prices above $18.00 over 20 trading days within any 30- day period, and the historical volatility of the common share price.

As at December 31, 2025, the fair value of outstanding Private Warrants of approximately $13.4 million is recorded as warrants liability. The following table presents the changes in the fair value of warrants liability:

	Private Warrants
Warrants liability as at December 31, 2024	$ 912
Increase in fair value of warrants liability	12,439
Warrants liability as at December 31, 2025	**$ 13,351**

As at December 31, 2025, the fair value of the Private Warrants was estimated using the following assumptions:

	December 31, 2025	December 31, 2024
Exercise price	**$ 11.50**	$ 11.50
Share price	**$ 6.17**	$ 1.12
Volatility	**124.72 %**	108.97 %
Term	**0.69 years**	1.69 years
Risk-free rate	**3.49 %**	4.14 %
Dividend yield	**0.0 %**	0.0 %

Class A Warrants

As at December 31, 2025, 4,317,500 Class A warrants, which we issued as part of a registered direct offering in 2023, were outstanding (the "Class A Warrants"). Each whole Class A Warrant entitles the holder to purchase one common share at an exercise price of $2.00 per share and will expire on December 31, 2027.

The Class A Warrants contain a call provision under which if the Volume Weighted Average Price "VWAP" for 30 consecutive trading days exceeds $6.50, and the warrant holder does not possess material non-public information provided by the Company, the Company may call for cancellation of the unexercised warrants, offering $0.0001 per Warrant Share. If conditions for the call are met, the unexercised portion of these warrants will be cancelled ten trading days after the call notice is received.

The Class A Warrants were not determined to be liabilities under ASC 480 as they were not required to be redeemed. The Company classified the Class A Warrants as equity (per ASC 815), as the warrants entailed physical settlement and were also considered to be indexed to the Company's share, wherein, upon exercise, a fixed number of common shares would be issued on payment of a fixed exercise price.

A continuity schedule summarizing the movement in Class A Warrants is below:

	Number of Class A Warrants
Outstanding – December 31, 2023	3,980,770
Issued	2,250,000
Outstanding – December 31, 2024	**6,230,770**
Exercised[(1)]	**(1,913,270)**
Outstanding – December 31, 2025	**4,317,500**

(1) During 2025, 1,913,270 Class A Warrants were exercised for which the Company received the exercise amount of $3.8 million.

As at December 31, 2025, the value of the outstanding 4,317,500 Class A Warrants (December 31, 2024: 6,230,770) amounting to $3.6 million (December 31, 2024: 5.3 million) was recorded in additional paid-in capital.

Class B Warrants

As a part of the 2024 Registered Direct Offering (Note 14), the Company issued an aggregate of 9,950,000 Class B Warrants for the purchase of common shares at an exercise price of $2.00 per share. The Class B Warrants expire 5 years from the issuance date. The valuation of the Class B Warrants was determined using a Monte Carlo simulation as on the date of issuance as per below.

		November 14, 2024	January 29, 2025	January 30, 2025	February 6, 2025
Units issued		**7,450,000**	**900,000**	**650,000**	**950,000**
Fair value per warrant	**$**	**0.60**	**0.98**	**1.11**	**1.22**
Assumptions used:					
Exercise price	**$**	**2.00**	**2.00**	**2.00**	**2.00**
Share price	**$**	**0.96**	**1.48**	**1.65**	**1.82**
Call price threshold	**$**	**5.00**	**5.00**	**5.00**	**5.00**
Volatility		**109.38 %**	**107.66 %**	**107.66 %**	**107.66 %**
Term (years)		**5.00**	**—**	**—**	**—**
Risk-free rate		**4.23 %**	**4.23 %**	**4.23 %**	**4.23 %**
Dividend yield		**0.0 %**	**0.0 %**	**0.0 %**	**0.0 %**

The Class B Warrants contain a call provision under which if the Volume Weighted Average Price "VWAP" for 30 consecutive trading days exceeds $5.00, and the warrant holder does not possess material non-public information provided by the Company, the Company may call for cancellation the unexercised warrants, offering $0.0001 per Warrant Share. If conditions for the call are met, the unexercised portion of these warrants will be cancelled ten trading days after the call notice is received.

As the Class B Warrants had the same features as the above-mentioned Class A Warrants, the Company classified the Class B Warrants as equity (per ASC 815) and recorded the fair value of the Class B Warrants amounting to $7.2 million as additional paid-in capital.

On June 17, 2025, the Company waived the limitation set forth in the Class B Warrants with respect to the cashless exercise thereof so that the holders of the Class B Warrants may now exercise the Class B Warrants through a cashless exercise, whether or not a registration statement registering the issuance of the common shares underlying the Class B Warrants under the Securities Act, is then effective or available. As a result of the waiver, each Class B Warrant may now be immediately exercised by way of a cashless exercise, meaning that the holder may elect to not pay a cash purchase price upon exercise and instead receive upon such exercise the net number of common shares determined according to the formula set forth in the Class B Warrants, subject to the other terms and conditions of the Class B Warrants.

A continuity schedule summarizing the movements in Class B Warrants is below:

	Number of Class B Warrants
Outstanding – December 31, 2023	—
Issued	7,450,000
Outstanding – December 31, 2024	7,450,000
Issued	2,500,000
Exercised[1]	(9,935,000)
Outstanding – December 31, 2025	**15,000**

(1) During 2025, 9,935,000 Class B Warrants were exercised for which the Company received the exercise amount of $4.2 million. Out of the 9,935,000 Class B Warrants exercised during 2025, 5,035,000 Class B warrants were exercised by way of cashless exercises against which 3,533,096 common shares were issued.

As at December 31, 2025, the value outstanding of 15,000 Class B Warrants (December 31, 2024 - 7,450,000 Class B Warrants) amounting to $9 thousand (December 31, 2024 - $4.5 million) was recorded in additional paid-in capital.

Class C Warrants

As a part of the 2025 Registered Direct Offering (Note 14), the Company issued an aggregate of 12,333,333 Class C Warrants to purchase common shares at an exercise price of $4.50 per share with an expiration date of May 12, 2028. The valuation of the Class C Warrants issued was determined using a Monte Carlo simulation on the date of issuance.

		May 22, 2025	June 10, 2025	June 25, 2025	July 1, 2025
Units Issued		**2,333,333**	**6,666,666**	**1,003,334**	**2,330,000**
Fair value per warrant	**$**	**2.18**	**2.15**	**3.88**	**3.01**
Exercise price	**$**	**4.50**	**4.50**	**4.50**	**4.50**
Share price	**$**	**4.30**	**4.24**	**7.49**	**5.94**
Volatility		**118.49 %**	**118.49 %**	**101.14 %**	**106.26 %**
Term		**2.92 years**	**2.92 years**	**2.88 years**	**2.88 years**
Risk-free rate		**3.87 %**	**3.87 %**	**3.67 %**	**3.68 %**
Dividend yield		**0.0 %**	**0.0 %**	**0.0 %**	**0.0 %**

The Class C Warrants contain a call provision under which if the Volume Weighted Average Price “VWAP” for 20 consecutive trading days exceeds $7.00, and the warrant holder does not possess material non-public information provided by the Company, the Company may call for cancellation of the unexercised warrants, offering $0.0001 per Warrant Share. If conditions for the call are met, the unexercised portion of these warrants may be cancelled ten trading days after the call notice is received.

As the Class C Warrants had the same features as the above-mentioned Class A Warrants and Class B Warrants, the Company classified the Class C Warrants as equity (per ASC 815) and recorded the value amounting to $12.5 million in additional paid-in capital.

A continuity schedule summarizing the movements in Class C Warrants is below:

	Number of Class C Warrants
Outstanding – December 31, 2024	—
Issued	12,333,333
Exercised [1]	(2,330,000)
Outstanding – December 31, 2025	**10,003,333**

[1] During 2025, 2,330,000 Class C Warrants were exercised for which the Company received the exercise amount of $10.5 million.

As at December 31, 2025, the value of the outstanding 10,003,333 Class C Warrants amounting to $10.2 million was recorded in additional paid-in capital.

Warrants issued to Korea Zinc

As part of the Korea Zinc Agreement (Note 14), the Company on June 25, 2025 issued 6,868,181 warrants to Korea Zinc to purchase common shares of the Company at an exercise price of $7.00 per share with an expiration date of June 25, 2028.

The fair value of the warrants issued to Korea Zinc was determined using a Monte Carlo simulation on June 25, 2025, resulting with a fair value of $3.35 per warrant. The fair value of the warrants was estimated using the following assumptions:

	June 25, 2025
Exercise price	**$ 7.00**
Share price	**$ 7.49**
Volatility	**100.55 %**
Term	**3 years**
Risk-free rate	**3.67 %**
Dividend yield	**0.0 %**

The warrants issued to Korea Zinc contain a call provision under which if the VWAP for 20 consecutive trading days exceeds $10, and Korea Zinc does not possess material non-public information provided by the Company, the Company may call for cancellation of the unexercised warrants, offering $0.0001 per warrant Share. If conditions for the call are met, the unexercised portion of these warrants will be cancelled ten trading days after the call notice is received.

Similar to the Class A, Class B and Class C Warrants, the Company classified the warrants issued to Korea Zinc as equity (per ASC 815) and the value of the warrants amounting to $11.5 million was recorded in additional paid-in capital.

A continuity schedule summarizing the movement in Warrants issued to Korea Zinc is below:

	Number of Warrants
Outstanding – December 31, 2024	—
Issued	6,868,181
Outstanding – December 31, 2025	**6,868,181**

Warrants issued to Republic of Nauru

In accordance with the revised sponsorship agreement dated May 29, 2025, between the Nauru Seabed Minerals Authority, Nauru and NORI, the Company on May 30, 2025, issued 9,146,268 warrants ("Nauru Warrants") to Nauru to purchase the common shares of the Company at an exercise price of $4.72 per share with an expiration date of May 30, 2030. The Nauru Warrants cannot be exercised through a cashless or net exercise.

The fair value of the Nauru Warrants was calculated using a Black-Scholes valuation on May 30, 2025, resulting with a fair value of $3.62 per warrant. The fair value of the Nauru Warrants was estimated using the following assumptions:

		May 30, 2025
Exercise price	$	4.72
Share price	$	4.47
Volatility		114.71 %
Term		5 years
Risk-free rate		3.89 %
Dividend yield		0.0 %

The Nauru Warrants cannot be exercised until the following conditions have been met:

- A subsidiary of the Company other than NORI obtains a permit, license or other authorization from the United States for the conduct of deep seabed mineral activities; and
- The subsidiary other than NORI commences commercial recovery activities of deep seabed minerals pursuant to that permit, license or other authorization.

The Nauru Warrants were not determined to be liabilities under ASC 480 as they were not mandatorily redeemable. The Company classified the Nauru Warrants as equity (per ASC 815), as the warrants require physical settlement and were also considered to be indexed to the Company's share, wherein, upon exercise, a fixed number of common shares would be issued on payment of a fixed exercise price. As at December 31, 2025, the fair value of the Nauru Warrants amounting to $33.1 million was recorded in additional paid-in capital. Since the Company receives no form of consideration from Nauru in return for issuing the Nauru Warrants, the entire fair value of the Nauru warrants amounting to $33.1 million is recorded as an expense in 2025 under Nauru and Tonga warrant costs in the consolidated statement of loss and comprehensive loss.

Warrants issued to the Kingdom of Tonga

In accordance with the revised sponsorship agreement dated August 4, 2025, between the Tonga Seabed Minerals Authority and TOML, the Company issued, on August 4, 2025, 1,000,000 warrants ("Tonga Warrants") to Tonga to purchase the common shares of the Company at an exercise price of $5.87 per share with an expiration date of August 4, 2033. The Tonga Warrants cannot be exercised through a cashless or net exercise.

The fair value of the Tonga Warrants was calculated on issuance using a Black-Scholes valuation, 2025, resulting with a fair value of $5 per warrant. The fair value of the Tonga Warrants was estimated using the following assumptions:

	August 4, 2025
Exercise price	**$ 5.87**
Share price	**$ 5.65**
Volatility	**112.33 %**
Term	**8 years**
Risk-free rate	**4.00 %**
Dividend yield	**0.0 %**

The Tonga Warrants cannot be exercised until the following conditions have been met:

- A subsidiary of the Company other than TOML obtains a permit, license or other authorization from the US for the conduct of deep seabed mineral activities; and
- The subsidiary other than TOML commences commercial recovery activities of deep seabed minerals pursuant to that permit, license or other authorization.

The Tonga Warrants were not determined to be liabilities under ASC 480 as they were not mandatorily redeemable. The Company classified the Tonga Warrants as equity (per ASC 815), as the warrants require physical settlement and were also considered to be indexed to the Company's share, wherein, upon exercise, a fixed number of common shares would be issued on payment of a fixed exercise price. As at December 31, 2025, the fair value of the Tonga Warrants amounting to $5 million was recorded in additional paid-in capital. Since the Company receives no form of consideration from the State in return for issuing the Tonga Warrants, the entire fair value of the Tonga Warrants was recorded as an expense in 2025 under Nauru and Tonga warrant costs in the consolidated statement of loss and comprehensive loss.

17. Common Shares

Authorized and Issued

As at December 31, 2025, the authorized, issued and outstanding common shares of the Company and special shares of the Company (the "Special Shares") are as follows:

	Authorized	Issued and Outstanding
Common Shares	Unlimited, with no par value	422,966,333
Preferred Shares	Unlimited, with no par value	—
Class A Special Shares	5,000,000, with no par value	4,572,638
Class B Special Shares	10,000,000, with no par value	9,145,156
Class C Special Shares	10,000,000, with no par value	9,145,156
Class D Special Shares	20,000,000, with no par value	18,290,443
Class E Special Shares	20,000,000, with no par value	18,290,443
Class F Special Shares	20,000,000, with no par value	18,290,443
Class G Special Shares	25,000,000, with no par value	22,863,083
Class H Special Shares	25,000,000, with no par value	22,863,083
Class I Special Shares	500,000, with no par value	500,000
Class J Special Shares	741,000, with no par value	741,000

The holders of the Company's common shares are entitled to one vote for each common share held. The shares do not have an expiration date and remain outstanding until redeemed or converted in accordance with their terms.

Each class of Special Shares do not have voting rights and do not participate in earnings. The Special Shares automatically convert to common shares of the Company if the common shares trade at a price on any 20 trading days within any 30-trading day period that is greater than or equal to the specific trigger price for the respective class of Special Share.

Below is a summary of the Special Shares and their respective vesting thresholds, assuming the full number of special shares from underlying certain outstanding options to purchase common shares and Special Shares are issued:

Special Share Class	A	B	C	D	E	F	G	H	I	J
Share Trigger price ($)	15	25	35	50	75	100	150	200	50	12
Special Shares (million)	5	10	10	20	20	20	25	25	0.5	0.7

As the Special Shares meet the indexation and equity classification criteria under ASC 815-40, the Special Shares have been classified as equity instruments at issuance.

Common Share Continuity

Common shares	Number		Amount
December 31, 2023	306,558,710	$	438,239
Issuance of shares under 2023 Registered Direct Offering	4,500,000		7,447
Issuance of shares under 2024 Registered Direct Offering	14,900,000		9,743
Shares issued as per At-the Market Equity Distribution Agreement	3,251,588		4,866
Conversion of restricted share units	10,734,581		14,954
Exercise of stock options	715,772		1,891
Share purchase under Employee Stock Purchase Plan	47,809		77
December 31, 2024	**340,708,460**	**$**	**477,217**
Issuance of shares to Korea Zinc *(Note 14)*	19,623,376		71,686
Issuance of shares under 2025 Registered Direct Offering *(Note 14)*	12,333,333		24,149
Issuance of shares under 2024 Registered Direct Offering *(Note 14)*	5,000,000		2,237
Shares issued as per At-the Market Equity Distribution Agreement *(Note 15)*	7,542,996		14,784
Conversion of restricted share units *(Note 18)*	20,296,128		41,355
Exercise of stock options *(Note 18)*	4,746,546		14,423
Exercise of Class A Warrants *(Note 16)*	1,913,270		5,539
Exercise of Class B Warrants *(Note 16)*	8,433,096		17,024
Exercise of Class C Warrants *(Note 16)*	2,330,000		12,838
Shares purchased under Employee Stock Purchase Plan *(Note 18)*	39,128		91
December 31, 2025	**422,966,333**	**$**	**681,343**

18. Share-Based Compensation

The Company's 2021 Incentive Equity Plan (the "Incentive Plan") provides an aggregate number of common shares reserved for future issuance under the Incentive Plan. As at December 31, 2025, there were a total of 110,262,856 common shares reserved for issuance under the Incentive Plan. This amount includes 40,000,000 common shares added to the plan pursuant to the shareholder's approval obtained at the special meeting of the Company's shareholders held on August 28, 2025. With this increase, as of December 31, 2025, 11,690,432 common shares remained available for future issuance under the Incentive Plan, provided that 2,243,853 of the outstanding common shares shall only be available for awards made to non-employee directors of the Company. On the first day of each fiscal year from 2022 to 2031, the number of common shares that may be issued pursuant to the Incentive Plan is automatically increased by an amount equal to the lesser of 4% of the number of outstanding common shares or an amount determined by the board of directors.

Share-based awards consisting of RSUs and options under the Short-Term Incentives Plan ("STIP") and Long-Term Incentives Plan ("LTIP") have been issued under the 2021 Incentive Equity Plan.

Prior to the 2021 Incentive Plan, the Company had granted share-based awards under the 2018 Stock Option Plan ("2018 Plan").

Following the special shareholders meeting, 6,500,000 options and 11,915,676 RSUs were granted on August 28, 2025.

Stock options

Outstanding under the Incentive Plan.

A continuity schedule summarizing the movements in the Company's stock options under the Incentive Plan is as follows:

	Number of Options Outstanding	Weighted average exercise price per option	Aggregate intrinsic value of stock options	Weighted average contractual life (years)
Outstanding – December 31, 2023	—	—	—	—
Granted	3,940,000	$ 1.71	—	—
Outstanding – December 31, 2024	**3,940,000**	**$ 1.71**	**—**	**6.27**
Granted	**7,750,000**	**4.19**	—	—
Forfeited	**(500,000)**	**1.71**	—	—
Outstanding – December 31, 2025	**11,190,000**	**$ 3.43**	**$ 30,691**	**4.63**
Outstanding – December 31, 2025 - Vested and exercisable	**7,834,167**	**$ 4.16**	**$ 15,736**	**4.50**

A summary of the Company's stock options granted and outstanding under the Company's Incentive Plan as at December 31, 2025 is as follows:

Expiry Date	Exercise price	Weighted average life to expiry (years)	Number of Options Outstanding and Exercisable
June 1, 2028	$ 1.73	2.42	750,000
June 4, 2030	$ 4.66	4.43	6,500,000
April 9, 2031	$ 1.71	5.27	3,440,000
March 4, 2032	$ 1.71	6.18	500,000
			11,190,000

As on December 31, 2025, 11,190,000 stock options were outstanding under the Incentive plan.

During the first quarter of 2025, the Company granted 1,250,000 stock options out of which 500,000 stock options vest in thirds on each anniversary of the grant date. The fair value of the stock options vesting in thirds was estimated on the date of grant using the Black-Scholes method and the following assumptions:

		March 4, 2025
Exercise price	$	**1.71**
Share price	$	**1.68**
Volatility		**103.85 %**
Term[(1)]		**4.5 years**
Risk-free rate		**3.92 %**
Dividend yield		**0.0 %**

(1) As there has been no exercise of options granted under the Incentive Plan, the expected term was estimated using the simplified method which is calculated as the average of the time to vest for each tranche from the grant date and the 7-year contractual term.

The remaining 750,000 stock options vest as follows:

Tranche 1 - 25% when the Company's market capitalization equals $3 billion;
Tranche 2 - 35% when the Company's market capitalization equals $6 billion;
Tranche 3 – 20% upon the date that the ISA grants an exploitation contract to the Company; and
Tranche 4 – 20% upon the commencement of the first commercial production following the grant of the exploitation contract.

Tranche 1 and Tranche 2 vest based on market conditions of the Company's market capitalization reaching $3 billion and $6 billion, respectively. Accordingly, these options are determined to be market-based awards for which the Company has calculated fair value and derived a service period through which to expense the related fair value. The options included in Tranche 1 and Tranche 2 had a grant date fair value of $1.09 per share and $0.90 per share and derived service periods of 1.40 years and 1.88 years, respectively. The Company will expense these awards rateably over the remaining service period. Tranche 3 and Tranche 4 of the stock options granted vest based on the date the ISA grants an exploitation contract and the commencement of commercial production. These options are determined to be performance-based awards. In 2025, Tranche 1 vested, and the Company recognized the entire fair value of the options under that tranche. The options included in Tranche 3 and Tranche 4 had a grant date fair value of $1.20 and $1.24 per share respectively. The Company will recognize compensation costs for the performance-based awards when the Company concludes that it is probable that the performance conditions will be achieved. As the achievement of performance of these conditions at December 31, 2025 was not probable, the Company has not recorded any compensation expense for the performance-based awards. The Company will reassess the probability of the vesting of the performance-based awards at each reporting period and adjust the compensation cost when the criteria is determined to be probable.

The fair values of the options in Tranche 1 and Tranche 2 were estimated on the date of grant using the Monte Carlo method whereas the fair values of the options in Tranche 3 and Tranche 4 were determined using the Black-Scholes valuation and the following assumptions:

	March 14, 2025		
Tranche	**Tranches 1 and 2**	**Tranche 3**	**Tranche 4**
Exercise price	**$ 1.73**	**1.73**	**1.73**
Share price	**$ 1.85**	**1.85**	**1.85**
Volatility	**100.62 %**	**99.67 %**	**100.62 %**
Term	**3.22 years**	**3.01 years**	**3.22 years**
Risk-free rate	**3.93 %**	**3.92 %**	**3.93 %**
Dividend yield	**0.0 %**	**0.0 %**	**0.0 %**

On August 28, 2025, and in consideration for strategic consulting services rendered, the Company granted 6,500,000 options out of which 5,000,000 options were granted to a director of the Company. The 6,500,000 options vest as follows:

Tranche 1:50% vest upon the Company's share price trading above $5 for ten consecutive days, or the Company's market capitalization reaches or exceeds $2.2 billion, for ten consecutive days.

Tranche 2: 50% vest upon the Company's share price trading above $7 for ten consecutive days, or the Company's market capitalization reaches or exceeds $3 billion, for ten consecutive days.

These options were determined to be market-based awards and the grant date fair value of both tranches was calculated at $4.10 per unit using Black-Scholes valuation and the following assumptions.

	August 28, 2025
Exercise price	**$ 4.66**
Share price	**$ 5.26**
Volatility	**104.10 %**
Term	**4.77 years**
Risk-free rate	**3.62 %**
Dividend yield	**0.0 %**

As the vesting conditions were met as of the date of the grant, the Company amortized the entire fair value of the options amounting to $26.7 million in the third quarter of 2025.

During the year, the Company recognized $28.8 million of share-based compensation expense (2024: $1.3 million) related to the amortization of stock options out of which $28.6 million was recorded under general and administrative expenses in the statement of loss and comprehensive loss (2024: $1.3 million) and $0.2 million was recorded under exploration and evaluation expenses (2024: $ nil).

The intrinsic value of the outstanding stock options was $30.7 million (2024: $nil) and was calculated by considering the closing market price of the Company's common shares as the fair value of the Company's common share. The total unrecognized share-based compensation expense of $2.6 million (2024: $4 million) is expected to be recognized over a period of approximately two years.

Outstanding under the Company's 2018 Plan.

No new stock options were granted by the Company as STIPs or LTIPs under the 2018 Plan during 2025 and 2024.

Outstanding STIPs under the 2018 plan:

A continuity schedule summarizing the movements in the Company's stock options under the STIP plan granted under the 2018 Plan is as follows:

	Number of Options Outstanding	Weighted average exercise price per option	Aggregate intrinsic value of stock options	Weighted average contractual life (years)
Outstanding – December 31, 2023	**15,074,240**	**$ 1.41**	**$ 5,425**	**4.18**
Exercised	(715,772)	0.65	—	—
Expired	(57,893)	2.60	—	—
Outstanding – December 31, 2024	**14,300,575**	**$ 1.45**	**$ 5,321**	**3.25**
Exercised	(4,051,304)	0.63	—	—
Expired	(11,578)	0.65	—	—
Outstanding – December 31, 2025 Vested and exercisable	**10,237,693**	**$ 1.77**	**$ 47,037**	**2.26**

A summary of the Company's stock options outstanding under the Company's STIP under the 2018 Plan as at December 31, 2025 is as follows:

Expiry Date	Exercise price	Weighted average life to expiry (years)	Number of Options Outstanding and Exercisable
January 27, 2026	$ 0.52-$2.59	0.07	590,509
February 2, 2026	$ 0.65	0.09	34,816
February 17, 2026	$ 0.52	0.13	75,260
June 1, 2028	$ 0.65 - $8.64	2.42	8,842,391
June 30, 2028	$ 2.59	2.50	694,717
			10,237,693

As at December 31, 2025, all the options are vested and the total unrecognized share-based compensation expense was $nil.

The closing market price of the Company's common shares is considered to be the fair value of the Company's common share to determine the intrinsic value of outstanding stock options. The aggregate intrinsic value of stock options exercised during the year ended December 31, 2025, was $22.6 million (2024: $0.7 million).

The Company did not recognize any share-based compensation expense related to STIP stock options in the statement of loss and comprehensive loss for the current period, as the full fair value of the STIP stock options was expensed by the end of 2024 (2024: Total $47 thousand of which $14 thousand related to exploration and evaluation activities and $33 thousand related to general and administrative matters).

Outstanding LTIPs under the 2018 plan:

On March 4, 2021, the Company granted 9,783,922 stock options as LTIP under the 2018 Plan. These stock options have an exercise price of $0.65 per option and expire on June 1, 2028.

The LTIP awards vest as follows:

(1) Tranche 1 - 25% when the Company's market capitalization equals $3 billion;
(2) Tranche 2 - 35% when the Company's market capitalization equals $6 billion;

(3) Tranche 3 - 20% upon the date that the ISA grants an exploitation contract to the Company; and
(4) Tranche 4 - 20% upon the commencement of the first commercial production following the grant of the exploitation contract.

Tranche 1 and Tranche 2 vest based on the Company's market capitalization of $3 billion and $6 billion, respectively. Accordingly, these options are determined to be market-based awards for which the Company has calculated fair value and derived a service period through which to expense the related fair value. The options included in Tranche 1 and Tranche 2 had a grant date fair value of $5.59 per share and $5.42 per share and derived service periods of 0.33 years and 1.41 years, respectively. The Company expensed these awards ratably over the remaining service period. The total fair value of Tranche 1 and Tranche 2 was expensed by the end of 2022. Tranche 1 vested during the second quarter of 2025 as the Company's market capitalization exceeded $3 billion.

Tranche 3 and Tranche 4 of the LTIP stock options vest based on the date the ISA grants an exploitation contract and the commencement of commercial production. These options are determined to be performance-based awards. The Company will recognize compensation costs for the performance-based awards if and when the Company concludes that it is probable that the performance conditions will be achieved. As at December 31, 2025, no compensation expense related to the performance-based awards was recorded as the awarding of an ISA contract is outside the control of the Company. The Company will reassess the probability of the vesting of the performance-based awards at each reporting period and adjust the compensation cost when determined to be probable.

A continuity schedule summarizing the movements in the Company's stock options under the LTIP plan granted under the 2018 Plan is as follows:

	Number of Options Outstanding	Weighted average exercise price per option	Aggregate intrinsic value of stock options
Outstanding – December 31, 2023	**9,783,922**	**$ 0.65**	**$ 4,403**
Expired	(139,048)	0.65	—
Outstanding – December 31, 2024	**9,644,874**	**$ 0.65**	**$ 4,533**
Exercised	(695,242)	0.65	—
Expired	—	—	—
Outstanding – December 31, 2025	**8,949,632**	**$ 0.65**	**$ 49,402**
Outstanding – December 31, 2025 - Vested and exercisable	**1,668,575**	**$ 0.65**	**$ 9,211**

As at December 31, 2025, total unrecognized share-based compensation expense for the LTIP stock options was $23 million (2024: $23 million). The aggregate intrinsic value of stock options exercised during the year ended December 31, 2025, was $4.4 million (2024: $nil).

Restricted Share Units

The Company may, from time to time, grant RSUs to directors, officers, employees, and consultants of the Company and its subsidiaries under the Incentive Plan. On each vesting date, RSU holders are issued common shares equivalent to the number of RSUs held provided the holder is providing service to the Company on such vesting date.

A summary of the RSU activity in 2025 and 2024 is presented in the table below:

	Number of RSUs Outstanding		Weighted average grant-date fair value
Outstanding - December 31, 2023	12,484,880	$	1.23
Granted	33,079,041		1.18
Forfeited	(516,685)		1.45
Exercised	(10,734,581)		1.39
Outstanding – December 31, 2024	**34,312,655**	**$**	**1.12**
Granted	35,381,992		4.02
Forfeited	(1,076,371)		1.46
Exercised	(20,296,128)		2.04
Outstanding – December 31, 2025	**48,322,148**	**$**	**2.85**

The details of RSUs granted by the Company during the year are as follows:

Vesting Period	2025	2024
Vesting immediately[1]	**3,432,724**	4,538,922
Vesting fully within and on the first anniversary of the grant date[2]	**282,878**	493,430
Vesting in thirds on each anniversary of the grant date[3]	**9,234,611**	7,212,374
Vesting in fourths on each anniversary of the grant date	**176,302**	834,315
Vesting three years from grant date[4]	**66,508**	—
Vesting four years from grant date[5]	**1,750,000**	—
Vesting based on performance conditions[6]	**688,969**	—
Vesting based on market conditions[7]	**19,750,000**	20,000,000
Total Units Granted	**35,381,992**	33,079,041

(1) Of the 3,432,724 RSUs granted during 2025 and vesting immediately, 2,469,585 RSUs were issued to settle liabilities with a carrying amount of $4.1 million, at a weighted average grant date fair value of $1.68 per RSU (2024: 2,812,802 RSUs were issued to settle liabilities with a carrying amount of $4.1 million, at a weighted average grant date fair value of $1.44 per RSU). In addition, the Company granted 661,428 RSUs, to consultants (2024: 720,155 RSUs) resulting in $2.2 million, charged as general and administrative expenses and $0.1 million charged as exploration and evaluation expenses (2024: $1.1 million charged as general and administrative expenses). In the second quarter of 2025, the Company granted 91,512 RSUs to non-employee directors in lieu of cash compensation. The remaining 210,199 RSUs were granted to employees in 2025.

(2) Of the 282,878 RSUs, granted during 2025, an aggregate of 134,226 RSUs were granted to the Company's non-employee directors under the Company's Non-employee Director Compensation Policy, which will vest at the Company's 2026 annual shareholders meeting (2024: 476,189 RSUs issued to Company's non-employee directors). The total fair value of units granted as annual grants to non-employee directors amounted to $0.6 million (2024: $0.7 million). The remaining 148,652 units were granted to consultants resulting in $0.2 million charged to general and administrative expenses in 2025 (2024: the remaining 17,241 units were granted to a director as annual fees for consulting services to be provided, which were fair valued at $25 thousand).

(3) The Company granted 8,818,935 RSUs in the first quarter of 2025, as payment for the 2024 LTIP awards (2024: 7,144,347 RSUs were issued as payment for the 2023 LTIP awards). In the third quarter of 2025 415,676 RSUs were granted out of which 237,529 RSUs were granted to a director of the Company in exchange for consulting services and the remaining units were granted to a consultant resulting in an aggregate of $0.3 million charged to general and administrative expenses in 2025 (2024: 68,027 units were granted to a non-employee director of the Company as an initial grant, as prescribed under the Company's Non-employee Director Compensation Policy).

(4) The Company issued a special retention grant to one of the Company's non-employee directors. The fair value of the grant amounted to $0.3 million.

(5) 1,750,000 RSUs were granted to a director of the Company in exchange for consulting services resulting in an aggregate of $0.8 million charged to general and administrative expenses in 2025 (Note 21).

(6) 688,969 units issued based on performance conditions. In 2025, all these RSUs were vested as the performance conditions were achieved resulting in $2.7 million charged to general and administrative expenses and $0.1 million charged to exploration and evaluation expenses.

(7) From the 19,750,000 RSUs granted in 2025, 18,750,000 RSUs were issued in the third quarter of 2025 and the remaining 1,000,000 RSUs were granted in the last quarter of 2025. Out of 18,750,000 RSUs issued in the third quarter of 2025, 9,000,000 RSUs were granted to certain employees ("Retention Grants"), vesting in two equal tranches based on market and service conditions: Tranche 1: 50% upon the 30-day average share price reaching $10 and Tranche 2: 50% upon the 30-day average share price reaching $12.50, subject to continued employment through specific target dates per the grant terms.

The Company calculated the fair value of the Retention Grants using Monte Carlo simulation and below assumptions. The fair value of Tranche 1 and Tranche 2 was calculated as $5.82 per unit and $5.58 per unit respectively.

	September 23, 2025
Share price	**$ 6.32**
Volatility	**100.60 %**
Performance Period to achieve market conditions	**September 23, 2025 – April 16, 2029**
Risk-free rate	**3.54 %**
Dividend yield	**0.0 %**

The remaining 9,750,000 RSUs were considered as granted on August 28, 2025, out of which 7,500,000 were granted to a director of the Company (Note 21) in return for consulting services and the remaining 2,250,000 were granted to a consultant. The RSUs vest in three equal tranches as described below:

Tranche 1: Vesting upon share price reaching or exceeding $10 for 10 consecutive trading days, or the Company's market capitalization reaching or exceeding $3.3 billion, for ten consecutive days.
Tranche 2: Vesting upon share price reaching or exceeding $12.50 for 10 consecutive trading days, or the Company's market capitalization reaching or exceeding $4 billion, for ten consecutive days.
Tranche 3: Vesting upon share price reaching or exceeding $15 for 10 consecutive trading days, or the Company's market capitalization reaching or exceeding $5 billion, for ten consecutive days.

The Company determined the fair value of the 9,750,000 RSUs using a Monte-Carlo valuation method and below assumptions.

	August 28, 2025
Share price	**$ 5.26**
Volatility	**102.16 %**
Performance Period	**June 4, 2025 – June 4, 2029**
Risk-free rate	**3.57 %**
Dividend yield	**0.0 %**

The fair value of each tranche and the derived service period are as follows:

Tranche		Fair Value per RSU	Derived Service Period
1	$	4.97	0.39 years
2	$	4.80	0.60 years
3	$	4.62	0.85 years

In the last quarter of 2025, the Company granted 1,000,000 RSUs to an employee with the same conditions as the Retention Grants granted in the third quarter of 2025. The Company calculated the fair value of the grant issued in the last quarter of 2025 using a Monte Carlo simulation and below assumptions. The fair value of Tranche 1 and Tranche 2 was calculated as $5.84 per unit and $5.62 per unit respectively.

	December 30, 2025
Share price	**$ 6.15**
Volatility	**112.74 %**
Performance Period to achieve market conditions	**December 30, 2025 – April 16, 2029**
Risk-free rate	**3.47 %**
Dividend yield	**0.0 %**

In 2024, the Company entered into a new employment agreement with Gerard Barron, the Company's Chief Executive Officer and Chairman as per which a one-time signing bonus award of 20,000,000 market-based restricted stock units were granted.

The grant date fair value of all RSUs, apart from the ones mentioned in footnote 7 in the table above, is equivalent to the closing share price of the Company's common shares on the date of grant. During 2025, a total of $60.1 million was charged to the statement of loss and comprehensive loss as share-based compensation expense for RSUs (2024: $19.5 million) of which share-based compensation expense related to exploration and evaluation activities amounted to $15.1 million (2024 - $10.7 million) and share-based compensation expense related to general and administration matters amounted to $45 million (2024 - $8.8 million). As at December 31, 2025, total unrecognized share-based compensation expense for RSUs was $91.5 million (December 31, 2024 - $20.5 million) which is expected to be recognized over 2.4 years. The fair value of shares vested during the year ended December 31, 2025, amounted to $24.6 million (2024 - $14.1 million).

As at December 31, 2025, an aggregate of 81,198 vested RSUs were being processed and due to be converted into common shares (December 31, 2024: 128,642 units).

Employee Stock Purchase Plan

On May 31, 2022, TMC's 2021 Employee Stock Purchase Plan ("ESPP") was approved at the Company's 2022 annual shareholders meeting. As of December 31, 2025, there were a total of 14,395,117 common shares reserved for issuance under the ESPP out of which 14,016,582 common shares remained available for future issuance under the ESPP. Under the ESPP, the number of shares reserved for issuance is subject to an annual increase provision which provides that on the first day of each of the Company's fiscal years starting in 2022, common shares equal to the lesser of (i) 1% percent of the common shares outstanding on the last day of the immediately preceding fiscal year, or (ii) such lesser number of shares as is determined by the board of directors will be added to the ESPP.

Participation in the ESPP is available to all full-time and certain part-time employees, subject to certain conditions. The ESPP comprises offering periods that are twenty-four (24) months in length, which begin on approximately every June 1 and December 1. Each offering period includes four purchase periods of six months each, which begin on approximately every June 1 and December 1, or at such other times designated by the board of directors or its compensation committee. At the exercise date, which is the last business day of each purchase period, the accumulated deductions from participating employees are used to purchase common shares of the Company. Shares are purchased at a price equal to 85% of the lower of either the share price of the Company's common shares on the first business day of the particular offering period or the last business day of the purchase period. The ESPP also has an automatic reset feature wherein, if the share price of the common share on any exercise date is less than the share price of the common share on the first business day of the applicable offering period, then such offering period shall automatically terminate immediately after the purchase of the common shares. In such case, a new offering period shall commence on the first business day following the exercise date.

The ESPP includes the following limitations:

- an employee's contribution is limited to 15% of the employee's annual gross earnings, not exceeding the $25,000 annual limit set under the Internal Revenue Code (IRC) established by the Internal Revenue Service (IRS).
- an employee's purchases in any offering period cannot exceed 15,000 common shares, and
- an employee's purchases are capped, not to exceed 5% of the Company's total outstanding common shares.

During 2025, the Company issued 39,128 common shares (2024: 47,809 common shares) to its employees as part of its ESPP program. The Company recognizes share-based compensation for its ESPP based on the purchase discount, which is amortized on a straight-line basis over the purchase period. A total of $27 thousand was charged to the statement of loss and comprehensive loss as share-based compensation expense for the year ended December 31, 2025, representing the share price purchase discount offered by the Company (2024: $37 thousand). From the amount charged in 2025, $16 thousand was recorded in exploration and evaluation expenses (2024: $19 thousand) and $11 thousand was recorded in general and administrative expenses (2024: $18 thousand).

19. Loss per Share

Basic loss per share is computed by dividing the loss by the weighted-average number of common shares of the Company outstanding during the year. Diluted loss per share is computed by giving effect to all common share equivalents of the Company, including outstanding stock options, RSUs, warrants, Special Shares and options to purchase Special Shares, to the extent these are dilutive. Basic and diluted loss per share was the same for each year presented as the inclusion of all common share equivalents would have been anti-dilutive.

Anti-dilutive equivalent common shares were as follows:

	For the year ended December 31, 2025	For the year ended December 31, 2024
Outstanding options to purchase common shares	**30,377,325**	27,885,450
Outstanding RSUs	**48,322,148**	34,312,655
Outstanding shares under ESPP	**793**	1,882
Outstanding warrants	**55,850,282**	38,180,770
Outstanding Special Shares and options to purchase Special Shares	**136,004,597**	136,239,964
Total anti-dilutive common equivalent shares	**270,555,145**	236,620,721

20. Financial Instruments

The following table presents the Company's financial instruments, including those measured at fair value on a recurring basis and their classification within the fair value hierarchy.

Categories of Financial Instruments	Fair Value Hierarchy	December 31, 2025	December 31, 2024
Financial assets			
Amortized cost			
Cash	—	**$ 117,633**	$ 3,480
Commodity taxes and other receivables (Note 6)	—	**664**	249
		$ 118,297	$ 3,729
Financial liabilities			
Amortized cost			
Accounts payable and accrued liabilities (Note 13)	—	**$ 46,048**	$ 42,754
Short-term debt	—	**—**	11,775
Fair value through profit or loss			
Royalty liability (Note 10)	**Level 3**	**145,000**	14,000
Warrants liability (Note 16)	**Level 3**	**13,351**	912
		$ 204,399	$ 69,441

21. Related Party Transactions

On March 22, 2024, the Company entered into an Unsecured Credit Facility (the "2024 Credit Facility") with Gerard Barron, the Company's Chief Executive Officer and Chairman, and ERAS Capital LLC, the family fund of one of the Company's directors, (collectively, the "2024 Lenders"), pursuant to which, the Company may borrow from the 2024 Lenders up to $20 million in the aggregate ($10 million from each of the 2024 Lenders), from time to time, subject to certain conditions. All amounts drawn under the 2024 Credit Facility will bear interest at the 6-month Secured Overnight Funding Rate (SOFR), 180-day average plus 4.0% per annum payable in cash semi-annually (or plus 5% if paid-in-kind at maturity, at our election) on the first business day of each of June and January. The Company will pay an underutilization fee equal to 4.0% per annum payable semi-annually for any amounts that remain undrawn under the 2024 Credit Facility. The 2024 Credit Facility also contains customary events of default. On August 13, 2024, the Company entered into the First Amendment to the 2024 Credit Facility with the 2024 Lenders, to increase the borrowing limit of the 2024 Credit Facility to $25 million in the aggregate ($12.5 million from each of the 2024 Lenders). On November 14, 2024, the Company entered into the Second Amendment to the 2024 Credit Facility with the 2024 Lenders, to increase the borrowing limit to $38 million in the aggregate ($19 million from each of the 2024 Lenders) and to extend the maturity of the 2024 Credit Facility to December 31, 2025. As per the Second Amendment, the rate of underutilization fee was retroactively increased from March 22, 2024, to 6.5% on any undrawn amounts under the 2024 Credit Facility. On March 26, 2025, the Company entered into the Third Amendment to the 2024 Credit Facility with the 2024 Lenders, to, among other things, increase the borrowing limit to $44 million in the aggregate ($22 million from each of the 2024 Lenders) and extend the maturity of the 2024 Credit Facility to June 30, 2026 with the 2024 Lenders having an option to extend the maturity date by up to two additional one year periods. As per the Third Amendment to the 2024 Credit Facility, the underutilization fees are to be paid quarterly in cash or shares at the 2024 Lenders election and the 2024 Lenders have an option to terminate the credit facility upon certain financing events.

During the year ended December 31, 2025, the Company repaid $4.3 million respectively of the drawn amount and did not draw from the 2024 Credit Facility any further (December 31, 2024: The Company drew $4.3 million from the 2024 Credit Facility and made no repayments). For the year ended December 31, 2025, the Company incurred $0.1 million as interest expense, and $2.6 million as underutilization fees (December 31, 2024, the interest incurred amounted to $0.2 million and underutilization fees incurred amounted to $1.1 million). In 2025, the Company repaid interest amounting to $0.4 million (December 31, 2024: $25 thousand), and underutilization fees amounting to $2.8 million (December 31, 2024: $0.1 million). As of December 31, 2025, the amount payable as underutilization fees was $0.7 million and was recorded as accounts payable (Note 13).

The 2025 Registered Direct Offering included $20 million from the participation of parties related with one of the Company's directors appointed in the Annual General Meeting held in the second quarter of 2025.

During the second quarter of 2025, the Company entered into consulting agreements with two individuals who subsequently became directors to provide strategic advisory services to the Company. The consideration for the consulting services provided by the directors was in the form of RSUs and stock options (Note 18).

During the year ended December 31, 2025, the Company incurred consulting fees of $0.3 million paid to immediate family members of management, which are included in general and administrative expenses (2024: $0.1 million). As at December 31, 2025, consulting fees payable to immediate family members of management was $57 thousand (2024: $14 thousand).

One of the Company's directors is the Chairman of Robertsbridge Consultants Limited, which provides the Company with consulting services. During the year ended December 31, 2025, Robertsbridge Consultants Limited provided consulting services amounting to $5 thousand, recorded in general and administrative expenses (2024: $26 thousand). As at December 31, 2025, the amount payable to Robertsbridge Consultants Limited was $nil.

Apart from the above-mentioned transactions, the Company had transactions with Allseas which are detailed in Note 8 and issued share-based grants to the Company's directors which are detailed in Note 18 and received proceeds from investees which are detailed in Note 9.

22. Commitments and Contingent Liabilities

NORI Exploration Contract

As part of the NORI Exploration Contract with the ISA, NORI submitted a periodic review report to the ISA which included a five-year plan covering 2022 to 2026: NORI is currently implementing its approved five-year plan. NORI's exploration contract expires on July 21, 2026. NORI submitted an application for a five-year extension that is currently under review. The cost of the proposed five-year plan of work included in NORI's extension application is dependent on the ISA's approval of the NORI extension. Work plans are reviewed annually by NORI, agreed with the ISA and may be subject to change depending on NORI's progress to date.

TOML Exploration Contract

As part of the TOML Exploration Contract with the ISA, TOML submitted a periodic review report to the ISA which included a five-year plan covering 2022 to 2026: TOML is currently implementing its approved plan, which included an estimated five-year expenditure of up to $44 million. The five-year estimated expenditure is indicative and subject to change, TOML will review the program regularly and TOML will inform the ISA of any changes through its annual reports. TOML's exploration contract expires on January 10, 2027. TOML is required to submit an application for extension no later than six months before the expiration of the contract. TOML intends to submit an application for a five-year extension in 2026.

Offtake Agreements

On May 25, 2012, the Company's wholly-owned subsidiary, DGE, and Glencore International AG ("Glencore") entered into a copper offtake agreement and a nickel offtake agreement. DGE has agreed to deliver to Glencore 50% of the annual quantity of copper and nickel produced at a DGE-owned processing facility from nodules derived from the NORI Area at London Metal Exchange referenced market pricing with allowances for product quality and delivery location. Both the copper and nickel offtake agreements are for the life of the Company's rights to the NORI Area. Either party may terminate the agreement upon a material breach or insolvency of the other party. Glencore may also terminate the agreement by giving twelve months' notice.

Sponsorship Agreements

On July 5, 2017, the Republic of Nauru, the Nauru Seabed Minerals Authority and NORI entered into a sponsorship agreement (the "NORI Sponsorship Agreement") formalizing certain obligations of the parties in relation to NORI's exploration and potential collection of nodules within the NORI Contract Area of the CCZ. On May 29, 2025 the Republic of Nauru and NORI signed a revised Sponsorship Agreement, updating the terms of the Agreement signed between the parties in 2017.

The revised Sponsorship Agreement will remain in force unless terminated by mutual agreement of the parties or earlier terminated in accordance with its terms, including in the event of a material breach by either party or upon the assignment of NORI's rights and the transfer of sponsorship to another sponsoring State. Under the agreement, NORI will pay the Republic of Nauru a seabed mineral recovery payment of $2 per tonne of polymetallic nodules recovered under an ISA contract, subject to annual inflation adjustment. In addition, NORI will pay an annual administration fee, initially capped at $500,000, to support the Republic's administration of its sponsorship and regulatory oversight. The agreement also provides for potential continuity payments to the Republic with the applicable payment amounts and schedule to be determined in accordance with the terms of the agreement. During any period in which such continuity payments are made, NORI has agreed to maintain an office in Nauru and make annual investments in local presence, community initiatives and training and capacity-building programs for Nauruan nationals. In connection with the revised Sponsorship Agreement, the Company issued to the Republic of Nauru warrants to purchase common shares of the Company on terms previously disclosed.

On March 8, 2008, Tonga and TOML entered into the TOML Sponsorship Agreement formalizing certain obligations of the parties in relation to TOML's exploration and potential exploitation of a proposed application to the ISA (subsequently granted) known as the TOML Area. TOML updated the sponsorship agreement with Tonga in September 2021 and again on August 4, 2025.

The revised Sponsorship Agreement between the Government of the Kingdom of Tonga, and TOML will remain in force unless terminated by mutual agreement of the parties or earlier terminated in accordance with its terms, including in the event of a material breach by either party. Under the agreement, the Kingdom of Tonga will continue to sponsor TOML's seabed mineral activities in the ISA contract area. Upon commencement of commercial recovery of polymetallic nodules under an ISA contract, TOML will pay the Tonga Seabed Minerals Authority a commercial recovery payment of $2 per tonne of polymetallic nodules recovered from the contract area, subject to annual inflation adjustment. In addition, TOML will pay an annual administration fee of $90,000, which may increase by up to 5% annually, to support the administration of Tonga's sponsorship and regulatory oversight. The agreement also provides for potential continuity benefit payments to Tonga. The applicable payment amounts and schedule will be determined in accordance with the terms of the agreement. During any period in which such continuity benefits are provided, TOML has agreed to maintain an office in Tonga and make annual investments in local presence, community initiatives and training and capacity-building programs for Tongan nationals.

Contingent Liability

On January 23, 2023, investors in the 2021 private placement from the Business Combination filed a lawsuit against the Company in the Commercial Division of New York Supreme Court, New York County, captioned Atalaya Special Purpose Investment Fund II LP et al. v. Sustainable Opportunities Acquisition Corp. n/k/a TMC The Metals Company Inc., Index No. 650449/2023 (N.Y. Sup. Ct.). The Company filed a motion to dismiss on March 31, 2023, after which the plaintiffs filed an amended complaint on June 5, 2023. The amended complaint alleges that the Company breached the representations and warranties in the plaintiffs' private placement Subscription Agreements and breached the covenant of good faith and fair dealing. The Plaintiffs are seeking to recover compensable damages caused by the alleged wrongdoings. The Company denies any allegations of wrongdoing and filed a motion to dismiss the amended complaint on July 28, 2023. On December 7, 2023, the Court granted the Company's motion to dismiss the claim for breach of the covenant of good faith and fair dealing and denied the Company's motion to dismiss the breach of the Subscription Agreement claim. The Company filed a notice of appeal regarding the Court's denial of the Company's motion to dismiss the breach of the Subscription Agreement claim. The appeal was heard on November 8, 2024. The NY Appellate Division upheld the lower court's ruling in December 2024, moving the case into the discovery phase, which is currently ongoing. At this time no further court proceedings or trial date have been set. There is no assurance that the Company will be successful in its defense of this lawsuit or that insurance will be available or adequate to fund any settlement or judgment or the litigation costs of this action. Such losses or range of possible losses cannot be reliably estimated.

On November 8, 2024, a shareholder filed a putative class action against the Company and certain executives in federal district court for the Central District of California, captioned Lin v. TMC The Metals Company Inc., Gerard Barron, and Craig Shesky. The complaint alleges that all defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Messrs. Barron and Shesky violated Section 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") by making false and/or misleading statements and/or failing to disclose information regarding the classification of the non-financial asset received from the Company's partnership with Low Carbon Royalties Inc. and the derecognition of the capitalized exploration contract related to NORI. The alleged misstatements and omissions pertain to our initial classification of this non-financial asset as a gain on disposition (being a sale of future revenue) and subsequent reclassification thereof as a royalty liability (and re-capitalization of the exploration contract) and the restatement of the Company's previously issued financial statements as a result thereof for the three months ended March 31, 2023, the six months ended June 30, 2023 and the nine months ended September 30, 2023 in March 2024. The complaint purports to represent a class of shareholders who acquired the Company's securities between May 12, 2023, and March 25, 2024, and seeks to recover compensable damages caused by the alleged wrongdoings. On February 6, 2025, the Court appointed a lead plaintiff. An amended complaint was filed on March 6, 2025. Pursuant to court-approved scheduling, the Company filed a motion to dismiss on April 10, 2025. The lead plaintiff filed an opposition on May 15, 2025, and the Company filed its reply on June 5, 2025. On June 18, 2025, the Court granted the Company's motion to dismiss in full but granted plaintiffs leave to amend. The plaintiffs filed a Second Amended Complaint on July 2, 2025. The Company's motion to dismiss the Second Amended Complaint was filed on August 6, 2025, the plaintiff's opposition was filed on September 9, 2025, and the Company's reply was filed by September 23, 2025. On January 20, 2026, the Court granted the Company's motion to dismiss with prejudice, and the case was dismissed in its entirety. No appeal was filed, and the matter is now considered closed.

On January 16, 2026, American Metal Inc. and American Metal Resources LLC filed a civil claim against TMC The Metals Company Inc. and The Metals Company USA LLC in the Supreme Court of British Columbia, Vancouver Registry, captioned American Metal Inc. and American Metal Resources LLC v. TMC The Metals Company Inc. and The Metals Company USA LLC, No. S260335. The complaint alleges, among other things, breach of contract, breach of confidence and related claims arising from discussions between the parties regarding potential collaboration and the submission of applications for deep seabed mineral exploration licenses to the NOAA. On March 3, 2026, the Company filed a response denying the material allegations and asserting a counterclaim against Robert Heydon and the plaintiffs alleging, among other things, breach of contract, breach of confidence and breach of fiduciary duty in connection with the alleged misuse of the Company's confidential information. The litigation is in its early stages and no trial date has been set. The Company intends to vigorously defend against the claims and pursue our counterclaim. At this time, the Company is unable to estimate the potential loss, if any, associated with this matter.

23. Segmented Information

The Company's Chief Executive Officer is the chief operating decision maker ("CODM") and reviews financial information on a consolidated basis to allocate resources and assess performance. Accordingly, the Company operates as a single operating and reportable segment, namely exploration of seafloor polymetallic nodules, which includes the development of a metallurgical process to treat such seafloor polymetallic nodules. Details on the geographical segmentation of the Company's long-lived assets based on where each legal entity is domiciled are as follows:

Equipment	December 31, 2025	December 31, 2024
Nauru	**$ 519**	$ 771
Total	**$ 519**	$ 771

Software	December 31, 2025	December 31, 2024
Singapore	**2,125**	1,928
Total	**$ 2,125**	$ 1,928

24. Income Taxes

Reconciliation of Effective Tax Rate

The Company is subject to Canadian federal statutory tax for the estimated assessable profit for the years ended December 31, 2025 at a rate of 25%. The Company has made no assessable profit during the abovementioned years.

The tax expense at statutory rates for the Company can be reconciled to the reported loss for the years 2025 and 2024 per the statement of loss and comprehensive loss as follows:

	December 31, 2025		December 31, 2024 [1]	
	Amount	Percent	Amount	Percent
Net income (loss) before tax	**$ (319,700)**	**—**	$ (81,895)	—
Canadian federal statutory tax rates	**$ (79,925)**	**25.0 %**	—	—
State and local income taxes, net of federal income tax effect				
Provincial and local rates (net of federal income tax effects)	(2,271)	0.7 %	—	—
Total federal, state and local income tax	**(82,196)**	**25.7 %**	(21,882)	26.7 %
Foreign tax effects				
United States				
Statutory tax rate difference between United States and Canada	$ 1,232	(0.4)%	—	—
Other foreign jurisdictions				
Statutory tax rate difference between other jurisdictions and Canada	(22)	—	—	—
Total foreign tax effects	**$ 1,210**	**(0.4)%**	$ 14,424	(17.6)%
Effect of changes in tax laws or rates enacted in the current period				
Non-taxable or Non-deductible Items				
Stock based compensation	$ 21,819	(6.8)%	—	—
Change in fair value of warrant liability	13,487	(4.2)%	—	—
Change in fair value of royalty liability	32,750	(10.2)%	—	—
Other	902	(0.3)%	—	—
Total Non-taxable or non-deductible items	**$ 68,958**	**(21.6)%**	$ 2,502	(3.1)%
Prior year's adjustments relating to tax provision and tax returns	**30**	**0.0 %**	—	—
Change in unrecognized deferred tax assets	**14,699**	**(4.6)%**	5,004	(6.2)%
Other adjustments	**(2,557)**	**0.8 %**	—	0.0 %
Income tax expense	**$ 144**	**—**	$ 48	(0.1)%

(1) The Company adopted ASU 2023-09 prospectively in 2025, as permitted by the standard. Accordingly, the prior period comparative information has not been recast to conform to the current presentation.

The majority (>50%) of the statutory tax impact on state and local tax expense arises from taxation in Canada, the United States and NORI:

Jurisdiction	Statutory rate
Canada	25.00 %
United States	21.00 %
NORI	25.00 %

The Company currently has no uncertain tax positions and is therefore not reflecting any adjustments.

Components of the Company's deferred income tax assets (liabilities) are as follows:

	December 31, 2025	December 31, 2024
Deferred Tax Assets		
Non-capital losses	**$ 38,685**	$ 24,270
Investments	**169**	111
Equipment	**226**	227
Share issuance costs	**2,737**	1,804
Total deferred income tax assets	**$ 41,817**	$ 26,412
Valuation allowance	**(41,111)**	(26,412)
Deferred tax asset recognized	**$ 706**	$ —
Deferred Tax Liabilities		
Difference between the book value and the tax basis of the TOML exploration contract (Note 11)	**$ (10,675)**	$ (10,675)
Investments	**(706)**	—
Deferred tax liabilities recognized	**$ (11,381)**	$ (10,675)
Net deferred tax assets (liabilities)	**$ (10,675)**	$ (10,675)

In assessing the recoverability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. A valuation allowance is provided against deferred income tax assets where it is not more likely than not that the Company will realize its benefits.

Deductible temporary differences, unused tax losses and unused tax credits are as follows:

	December 31, 2025	December 31, 2024	Expiry Date Range
Non-capital losses	**$ 161,312**	**$ 100,995**	See below
Investments	**$ 1,422**	**$ 829**	Not applicable
Equipment	**$ 839**	**$ 841**	Not applicable
Share issuance costs and others	**$ 7,369**	**$ 3,649**	2026-2029
Restricted interest and financing expenses	**$ 2,797**	**$ 3,102**	Not applicable

As at December 31, 2025, the Company had non-capital loss carry-forwards of $161.3 million that may be used to offset future taxable income.

These losses, if not utilized, will expire as follows:

	Canada	Singapore	United States	Nauru	Tonga
2028	$ —	$ —	$ 2	$ 17,924	$ —
2035	—	—	—	—	—
2041	3,709	—	—	—	—
2042	13,227	—	1	—	—
2043	11,888	—	3	—	—
2044	10,642	—	179	—	—
2045	15,217	—	20,410	—	
No expiry	—	21,962	—	—	46,148
Loss carry-forwards	**$ 54,683**	**$ 21,962**	**$ 20,595**	**$ 17,924**	**$ 46,148**

The Company files income tax returns in Canada, the United States, Singapore and Tonga, and is subject to examination in these jurisdictions for all years since the Company's inception in 2011. As at December 31, 2025, all tax years are subject to examination by the tax authorities and no tax authority audits are currently underway. Fiscal years outside the normal statute of limitation remain open to audit by tax authorities due to tax attributes generated in those early years which have been carried forward and may be audited in subsequent years when utilized. The timing of the resolution, settlement and closure of any income tax audits is highly uncertain, and the Company is unable to estimate the full range of possible adjustments to the balance of gross unrecognized tax benefits. It is possible that the balance of gross unrecognized tax benefits could significantly change in the next twelve months. As at December 31, 2025, the 2025 tax year filings for the Company and its subsidiaries (where applicable) remain unfiled and have not been assessed by the relative tax authorities.

25. Subsequent Event

On March 25, 2026, the 2024 Lenders extended the maturity date of the 2024 Credit Facility by one year, expiring on June 30, 2027, subject to further extension to June 30, 2028 at the election of the 2024 Lenders.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2025.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

As of December 31, 2025, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management concluded that, as of December 31, 2025, our internal controls over financial reporting, were effective, following the remediation of a material weakness discussed below.

As previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Annual Report on Form 10-K"), management identified a material weakness in the operating effectiveness of our internal control over the accounting for significant, non-routine transactions that resulted from the inadequate and untimely involvement of stakeholders and technical advisors with an appropriate level of expertise to account for significant, non-routine transactions. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis.

This material weakness resulted in errors in the financial statements and related disclosures in our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2023, and for the six months ended June 30, 2023 and nine months ended September 30, 2023. See Note 23 to the audited consolidated financial statements for the year ended December 31, 2023, included in our 2023 Annual Report on Form 10-K for more information about these errors and our revisions to these previously issued financial statements.

In order to remediate this material weakness, we developed a policy to assist with the identification of significant, non-routine transactions and to define the processes to follow in addressing the accounting and reporting requirements of these transactions. In addition, we rolled out training on processes and controls related to significant, non-routine transactions and identifying circumstances under which we use technical advisors in connection with evaluating such transactions. In 2025, we identified several significant, non-routine transactions that occurred, and we applied the processes as required under the new policy. The new policy, processes and training worked as designed and resulted with the proper accounting and reporting of these significant, non-routine transactions in 2025. As a result, our management concluded that the material weakness had been remediated.

Changes in Internal Control over Financial Reporting

Except as noted above, there were no changes in our internal control over financial reporting identified in connection with the evaluation of such internal control that occurred during the fourth quarter of the year ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Item 9B. OTHER INFORMATION

During the fiscal quarter ended December 31, 2025, none of our directors or officers (as defined in Section 16 of the Securities Exchange Act of 1934, as amended) adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement," as defined in Item 408(a) of Regulation S-K.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The response to this item is incorporated by reference from the discussion responsive thereto under the captions “Management and Corporate Governance,” “Code of Business Conduct and Ethics” and “Delinquent Section 16(a) Reports”, if applicable, in our Proxy Statement for the 2026 annual meeting of shareholders (the “Proxy Statement”) to be filed with the SEC within 120 days of the fiscal year ended December 31, 2026 and any other applicable sections of the Proxy Statement.

Item 11. EXECUTIVE COMPENSATION

The response to this item is incorporated by reference from the discussion responsive thereto under the caption “Executive Officer and Director Compensation” in the Proxy Statement and any other applicable sections of the Proxy Statement.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The response to this item is incorporated by reference from the discussion responsive thereto under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in the Proxy Statement and any other applicable sections of the Proxy Statement.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The response to this item is incorporated by reference from the discussion responsive thereto under the captions “Certain Relationships and Related Person Transactions” and “Management and Corporate Governance” in the Proxy Statement and any other applicable sections of the Proxy Statement.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The response to this item is incorporated by reference from the discussion responsive thereto under the caption “Proposal No. 3 - Appointment of the Independent Registered Public Accounting Firm” in the Proxy Statement and any other applicable sections of the Proxy Statement.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(1) **Financial Statements.**

See "Index to Financial Statements and Financial Statement Schedules" under Part II, Item 8 to this Annual Report.

(2) **Financial Statement Schedules.**

Financial Statement schedules have not been included because they are not applicable or the information is included in the financial statements or notes thereto.

(3) **Exhibits.**

Exhibit Number	Exhibit Description	Filed with this Report	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
2.1††	Business Combination Agreement, dated as of March 4, 2021, by and among Sustainable Opportunities Acquisition Corp., 1291924 B.C. Unlimited Liability Company and DeepGreen Metals Inc.		Form 8-K (Exhibit 2.1)	3/4/2021	001-39281
3.1†	Notice of Articles of TMC the metals company Inc.	X			
3.2	Articles of TMC the metals company Inc.		Form 8-K (Exhibit 3.3)	1/2/2026	001-39281
4.1	Description of Securities	X			
4.2	TMC the metals company Inc. Common Share Certificate		Form 8-K (Exhibit 4.1)	9/15/2021	001-39281
4.3	Warrant Agreement, dated as of May 8, 2020, between Continental Stock Transfer & Trust Company and Sustainable Opportunities Acquisition Corp.		Form 8-K (Exhibit 4.1)	5/8/2020	001-39281
4.4	Form of Class A Warrant to Purchase Common Stock		Form 8-K (Exhibit 4.1)	8/14/2023	001-39281
4.5.1	Form of Class B Warrant to Purchase Common Stock		Form 8-K (Exhibit 4.1)	11/15/2024	001-39281
4.5.2	Waiver to Class B Common Share Purchase Warrant		Form 8-K (Exhibit 4.1)	6/18/2025	001-39281
4.6	Form of Class C Warrant to Purchase Common Stock		Form 8-K (Exhibit 4.1)	5/12/2025	001-39281
4.7	Common Share Purchase Warrant, dated May 29, 2025, issued to the Government of the Republic of Nauru		Form 8-K (Exhibit 4.1)	6/4/2025	001-39281
4.8	Common Share Purchase Warrant, dated August 4, 2025, issued to The Kingdom of Tonga		Form 8-K (Exhibit 4.1)	8/4/2025	001-39281
4.9	Common Share Purchase Warrant, dated June 25, 2025, issued to Korea Zinc Company, Ltd.		Form 10-Q (Exhibit 4.4)	8/14/2025	001-39281
10.1.1†	Strategic Alliance Agreement, dated as of March 29, 2019, by and between DeepGreen Metals Inc. and Allseas Group S.A.		Form S-4 (Exhibit 10.7)	4/8/2021	333-255118

10.1.2†	Third Amendment to Pilot Mining Test Agreement and First Amendment to Strategic Alliance Agreement, dated as of March 4, 2021, by and between DeepGreen Metals Inc. and Allseas Group S.A.		Form S-4 (Exhibit 10.9)	4/8/2021	333-255118
10.1.3	Fourth Amendment to Pilot Mining Test Agreement and Second Amendment to Strategic Alliance Agreement, dated as of June 30, 2021, by and between DeepGreen Metals Inc. and Allseas Group S.A.		Form S-4/A (Exhibit 10.23)	7/14/2021	333-255118
10.1.4	Fifth Amendment to Pilot Mining Test Agreement and Third Amendment to Strategic Alliance Agreement, effective as of February 8, 2023, by and among DeepGreen Engineering Pte Ltd, DeepGreen Metals Inc., TMC the metals company Inc. and Allseas Group S.A.		Form 8-K (Exhibit 10.1)	2/17/2023	001-39281
10.2	Exclusive Vessel Use Agreement, dated August 1, 2023, by and between TMC the metals company Inc. and Allseas Group S.A.		Form 8-K (Exhibit 10.1)	8/1/2023	001-39281
10.3†	Sponsorship Agreement, dated August 4, 2025, among The Government of The Kingdom of Tonga and Tonga Offshore Mining Limited		Form 8-K (Exhibit 10.1)	8/4/2025	001-39281
10.4†	Deed of Guarantee and Indemnity, dated August 4, 2025, by TMC the metals company Inc. in favor of The Kingdom of Tonga		Form 8-K (Exhibit 10.2)	8/4/2025	001-39281
10.5†	Sponsorship Agreement, dated May 29, 2025, among the Government of the Republic of Nauru, the Nauru Seabed Minerals Authority, and Nauru Ocean Resources Inc.		Form 8-K (Exhibit 10.1)	6/4/2025	001-39281
10.6†	Deed of Guarantee and Indemnity, dated May 29, 2025, by TMC the metals company Inc. in favor of the Government of the Republic of Nauru		Form 8-K (Exhibit 10.2)	6/4/2025	001-39281
10.7	Certificate of the Sponsorship signed by the Government of Nauru on April 11, 2011		Form S-4/A (Exhibit 10.24)	7/29/2021	333-255118
10.8	ISA Contract for Exploration (Republic of Nauru) dated as of July 22, 2011		Form S-4 (Exhibit 10.15)	4/8/2021	333-255118
10.9	ISA Contract for Exploration (Kingdom of Tonga) dated as of January 11, 2012		Form S-4 (Exhibit 10.16)	4/8/2021	333-255118
10.10+	Form of Indemnity Agreement		Form 8-K (Exhibit 10.18)	9/15/2021	001-39281
10.11+	Nonemployee Director Compensation Policy		Form 8-K (Exhibit 10.19)	9/15/2021	001-39281
10.12+	Employment Agreement, dated April 16, 2024, by and between DeepGreen Metals UAE and Gerard Barron		Form 8-K (Exhibit 10.1)	4/18/2024	001-39281
10.13+	Amended and Restated Employment Agreement, dated November 11, 2022, by and between TMC the metals company Inc. and Erika Ilves		Form 10-K/A (Exhibit 10.16)	4/18/2024	001-39281
10.14+	Amended and Restated Employment Agreement, dated May 6, 2022, by and between DeepGreen Resources, LLC and Craig Shesky		Form 10-Q (Exhibit 10.2)	5/9/2022	001-39281
10.15.1+	TMC the metals company Inc. 2021 Incentive Equity Plan, as amended		Form 8-K (Exhibit 10.1)	8/29/2025	001-39281

10.15.2+	Form of Stock Option Agreement under TMC the metals company Inc. 2021 Incentive Equity Plan		Form 8-K (Exhibit 10.23.2)	9/15/2021	001-39281
10.15.3+	Form of Restricted Stock Unit Agreement under TMC the metals company Inc. 2021 Incentive Equity Plan		Form 8-K (Exhibit 10.23.3)	9/15/2021	001-39281
10.16.1+	DeepGreen Metals Inc. Stock Option Plan and Form of Stock Option Agreement thereunder		Form S-4/A (Exhibit 10.20)	5/27/2021	333-255118
10.16.2+	Amendment to DeepGreen Metals Inc. Stock Option Plan		Form S-4/A (Exhibit 10.21)	5/27/2021	333-255118
10.17+	TMC the metals company Inc. 2021 Employee Stock Purchase Plan		Form S-8 (Exhibit 99.1)	5/31/2022	333-265318
10.18†	Services Agreement, dated April 9, 2024 by and between TMC the metals company Inc. and Steve Jurvetson		Form 8-K (Exhibit 10.1)	4/11/2024	001-39281
10.19††	Services Agreement, dated June 2, 2025, by and between the Company and Michael B. Hess		Form 8-K (Exhibit 10.3)	6/4/2025	001-39281
10.20††	Services Agreement, dated June 12, 2025, by and between the Company and Alex Spiro		Form 10-Q (Exhibit 10.7)	8/14/2025	001-39281
10.21††	Board Observer Agreement, dated as of May 12, 2025, by and between the Company and Zachary A. Wydra		Form 10-Q (Exhibit 10.6)	8/14/2025	001-39281
10.22††	Board Observer Agreement, dated as of July 14, 2025, by and between the Company and Yun B. Choi		Form 10-Q (Exhibit 10.8)	8/14/2025	001-39281
10.23	Amended and Restated Registration Rights Agreement, by and between Sustainable Opportunities Acquisition Corp., Sustainable Opportunities Holdings LLC, the parties listed under Sponsor Group Holders on the signature page(s) thereto and the parties listed under DeepGreen Holders on the signature page(s) thereto		Form S-4/A (Exhibit 10.5 – Annex H)	8/5/2021	333-255118
10.24	Form of Securities Purchase Agreement, dated August 14, 2023		Form 8-K (Exhibit 10.1)	8/14/2023	001-39281
10.25.1	Form of Securities Purchase Agreement, dated November 14, 2024		Form 8-K (Exhibit 10.1)	11/15/2024	001-39281
10.25.2	Form of First Amendment to Securities Purchase Agreement, dated November 26, 2024		Form 8-K (Exhibit 10.1)	11/26/2024	001-39281
10.26	Form of Securities Purchase Agreement, dated May 12, 2025		Form 8-K (Exhibit 10.1)	5/12/2025	001-39281
10.27††	Securities Purchase Agreement, dated June 16, 2025, by and between the Company and Korea Zinc Company, Ltd.		Form 10-Q (Exhibit 10.5)	8/14/2025	001-39281
10.28†	Royalty Agreement, dated February 21, 2023 by and among TMC the metals company Inc., Nauru Ocean Resources Inc. and Low Carbon Royalties Inc.		Form 8-K (Exhibit 10.1)	2/22/2023	001-39281
10.29†	Investor Rights Agreement dated February 21, 2023 by and among TMC the metals company Inc., Brian Paes-Braga and Low Carbon Royalties Inc.		Form 8-K (Exhibit 10.2)	2/22/2023	001-39281
10.30.1†	Unsecured Credit Facility, dated March 22, 2024, by and among TMC the metals company Inc., Gerard Barron and ERAS Capital LLC		Form 10-K (Exhibit 10.34)	3/25/2024	001-39281

10.30.2†	First Amendment to the Unsecured Credit Facility, dated August 13, 2024, by and between TMC the metals company Inc. and Gerard Barron and ERAS Capital LLC		Form 10-Q (Exhibit 10.5)	8/14/2024	001-39281
10.30.3	Second Amendment to the Unsecured Credit Facility, dated November 14, 2024, by and between TMC the metals company Inc. and Gerard Barron and ERAS Capital LLC		Form 10-K (Exhibit 10.44)	3/27/2025	001-39281
10.30.4	Third Amendment to the Unsecured Credit Facility, dated March 26, 2025, by and between TMC the metals company Inc. and Gerard Barron and ERAS Capital LLC		Form 10-K (Exhibit 10.45)	3/27/2025	001-39281
19††	Insider Trading Policy	X			
21.1	List of Subsidiaries	X			
23.1	Consent of Ernst & Young LLP	X			
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32*	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
96.1	S-K 1300 NORI Area D Technical Report, dated August 4, 2025		Form 8-K (Exhibit 96.1)	8/4/2025	001-39281
96.2	Technical Report Summary—Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone, dated August 4, 2025		Form 8-K (Exhibit 96.2)	8/4/2025	001-39281
97+	TMC the metals company Inc. Clawback Policy		Form 10-K (Exhibit 97.1)	3/25/2024	001-39281

101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)	X			
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X			
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X			
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X			
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	X			

† Certain confidential portions of this Exhibit were omitted by means of marking such portions with brackets ("[***]") because the identified confidential portions (A) (i) are not material and (ii) is the type of information that the Company treats as private or confidential or (B) are of a personal nature under Regulation S-K Item 601 (a)(6).

†† Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5) or 601(b)(2). The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

+ Management contract or compensatory plan or arrangement.

* The certifications attached as Exhibit 32 that accompany this Annual Report are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of TMC the metals company Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of such Form 10-K), irrespective of any general incorporation language contained in such filing.

Item 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized**.**

TMC THE METALS COMPANY INC.

Date: March 31, 2026

By: /s/ Gerard Barron
Gerard Barron
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated below and on the dates indicated.

Signatures	Title	Date
By: /s/ Gerard Barron Gerard Barron	Chief Executive Officer and Chairman (Principal Executive Officer) and Director	March 31, 2026
By: /s/ Craig Shesky Craig Shesky	Chief Financial Officer (Principal Financial and Accounting Officer)	March 31, 2026
By: /s/ Andrew Greig Andrew Greig	Director	March 31, 2026
By: /s/ Andrew Hall Andrew Hall	Director	March 31, 2026
By: /s/ Steve Jurvetson Steve Jurvetson	Director	March 31, 2026
By: /s/ Sheila Khama Sheila Khama	Director	March 31, 2026
By: /s/ Andrei Karkar Andrei Karkar	Director	March 31, 2026
By: /s/ Amelia Kinahoi Siamomua Amelia Kinahoi Siamomua	Director	March 31, 2026
By: /s/ Christian Madsbjerg Christian Madsbjerg	Director	March 31, 2026
By: /s/ Brendan May Brendan May	Director	March 31, 2026

Exhibit 3.1

Certain personally identifiable information has been omitted from this exhibit pursuant to Item 601(a)(6) of Regulation S-K. [***] indicates that information has been redacted.

BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
1 877 526-1526

CERTIFIED COPY
Of a Document filed with the Province of
British Columbia Registrar of Companies

KERRY TAYLOR

Notice of Articles

BUSINESS CORPORATIONS ACT

This Notice of Articles was issued by the Registrar on: January 2, 2026 08:03 AM Pacific Time

Incorporation Number: **BC1570443**

Recognition Date and Time: January 1, 2026 12:01 AM Pacific Time as a result of an Amalgamation

NOTICE OF ARTICLES

Name of Company:
TMC THE METALS COMPANY INC.

REGISTERED OFFICE INFORMATION

Mailing Address:
15TH FLOOR, 1111 WEST HASTINGS ST.
VANCOUVER BC V6E 2J3
CANADA

Delivery Address:
15TH FLOOR, 1111 WEST HASTINGS ST.
VANCOUVER BC V6E 2J3
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:
15TH FLOOR, 1111 WEST HASTINGS ST.
VANCOUVER BC V6E 2J3
CANADA

Delivery Address:
15TH FLOOR, 1111 WEST HASTINGS ST.
VANCOUVER BC V6E 2J3
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:
Hall, Andrew

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Barron, Gerard

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Greig, Andrew

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Karkar, Andrei

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Khama, Sheila

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Hess, Michael B.

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Jurvetson, Steve

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Spiro, Alex

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
May, Brendan

Mailing Address:
[***]

Delivery Address:
[***]

Last Name, First Name, Middle Name:
Madsbjerg, Christian

Mailing Address:
[***]

Delivery Address:
[***]

AUTHORIZED SHARE STRUCTURE

1.	No Maximum	Common Shares	Without Par Value With Special Rights or Restrictions attached
2.	No Maximum	Preferred Shares	Without Par Value With Special Rights or Restrictions attached
3.	5,000,000	Class A Special Shares	Without Par Value With Special Rights or Restrictions attached

4.	10,000,000	Class B Special Shares	Without Par Value With Special Rights or Restrictions attached
5.	10,000,000	Class C Special Shares	Without Par Value With Special Rights or Restrictions attached
6.	20,000,000	Class D Special Shares	Without Par Value With Special Rights or Restrictions attached
7.	20,000,000	Class E Special Shares	Without Par Value With Special Rights or Restrictions attached
8.	20,000,000	Class F Special Shares	Without Par Value With Special Rights or Restrictions attached
9.	25,000,000	Class G Special Shares	Without Par Value With Special Rights or Restrictions attached
10.	25,000,000	Class H Special Shares	Without Par Value With Special Rights or Restrictions attached

11.	500,000	Class I Special Shares	Without Par Value With Special Rights or Restrictions attached
12.	741,000	Class J Special Shares	Without Par Value With Special Rights or Restrictions attached

Exhibit 4.1

DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

The following summary of the material terms of the authorized capital of TMC the metals company Inc. is not intended to be a complete summary of the rights and preferences of such securities, and is qualified by reference to our notice of articles and articles ("Notice and Articles") and the provisions of applicable law, including the Business Corporations Act (British Columbia) ("BCBCA") and the warrant-related documents described herein, each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K to which this Exhibit is filed, and certain provisions of British Columbia law. We urge you to read each of the Notice and Articles and the warrant-related documents described herein in their entirety for a complete description of the rights and preferences of our securities. Unless the context requires otherwise, all references to "we", "us," "our," the "Company" and "TMC" in this section refer solely to TMC the metals company Inc. and not to our subsidiaries.

Authorized Share Capital

We are authorized to issue (a) an unlimited number of Common Shares, without par value ("Common Shares"), (b) an unlimited number of preferred shares, issuable in series without par value, (c) 5,000,000 Class A Special Shares, without par value ("Class A Special Shares"), (d) 10,000,000 Class B Special Shares, without par value ("Class B Special Shares"), (e) 10,000,000 Class C Special Shares, without par value ("Class C Special Shares"), (f) 20,000,000 Class D Special Shares, without par value ("Class D Special Shares"), (g) 20,000,000 Class E Special Shares, without par value ("Class E Special Shares"), (h) 20,000,000 Class F Special Shares, without par value ("Class F Special Shares"), (i) 25,000,000 Class G Special Shares, without par value ("Class G Special Shares"), (j) 25,000,000 Class H Special Shares, without par value ("Class H Special Shares"), (k) 500,000 Class I Special Shares, without par value ("Class I Special Shares") and (l) 741,000 Class J Special Shares, without par value ("Class J Special Shares").

Business Combination and Amalgamation

The Company was originally known as Sustainable Opportunities Acquisition Corp. ("SOAC"). On September 9, 2021 (the "Closing Date"), we consummated a business combination (the "Business Combination") pursuant to the terms of the business combination agreement dated as of March 4, 2021 (the "Business Combination Agreement") by and among SOAC, 1291924 B.C. Unlimited Liability Company, an unlimited liability company existing under the laws of British Columbia, Canada ("NewCo Sub"), and DeepGreen Metals Inc., a company existing under the laws of British Columbia, Canada ("Legacy DeepGreen").

Prior to the Effective Time (as defined below), SOAC migrated and was continued from the Cayman Islands to British Columbia, Canada and was domesticated as a company existing under the laws of British Columbia, pursuant to Part XII of the Cayman Islands Companies Act (as Revised) and Part 9, Division 8 of the BCBCA (such continuance, the "Continuance"). As a result and upon the consummation of the Continuance, (i) the identifying name of the Class A ordinary shares of SOAC, par value $0.0001 per share (the "Class A ordinary shares"), and Class B ordinary shares of SOAC, par value $0.0001 per share (the "Class B ordinary shares"), were changed to Common Shares and the Class A ordinary shares and Class B ordinary shares were changed from shares with par value to shares without par value; (ii) the rights and restrictions attached to the renamed Class A ordinary shares and Class B ordinary shares of SOAC were deleted and the shares have the rights and restrictions attached to the Common Shares, as described herein and in the Notice and Articles; (iii) the number of authorized Common Shares were unlimited; (iv) each issued and outstanding whole warrant to purchase one Class A ordinary share automatically represented the right to purchase one Common Share at an exercise price of $11.50 per share on the terms and conditions set forth in the applicable agreements; (v) the Notice and Articles became the governing documents of the Company; and (vi) SOAC's name changed to "TMC the metals company Inc."

On the Closing Date, pursuant to a court-approved plan of arrangement (the "Plan of Arrangement," and the arrangement pursuant to such Plan of Arrangement, the "Arrangement") under the BCBCA, (i) SOAC acquired all of the issued and outstanding common shares in the capital of Legacy DeepGreen (the "DeepGreen Common Shares"); (ii) the shareholders and the optionholders of Legacy DeepGreen became entitled to receive at the Effective Time, in exchange for their DeepGreen Common Shares and options to purchase DeepGreen Common Shares, as applicable, an aggregate of (a) 229,162,651 Common Shares (which includes Common Shares underlying options), (b) 4,999,973 Class A Special Shares (which includes Class A Special Shares underlying options), (c) 9,999,853 Class B Special Shares (which includes Class B Special Shares underlying options), (d) 9,999,853 Class C Special Shares (which includes Class C Special Shares underlying options), (e) 19,999,855 Class D Special Shares (which includes Class D Special Shares underlying options), (f) 19,999,855 Class E Special Shares (which includes Class E Special Shares underlying options), (g) 19,999,855 Class F Special Shares (which includes Class F Special Shares underlying options), (h) 24,999,860 Class G Special Shares (which includes Class G Special Shares underlying options), and (i) 24,999,860 Class H Special Shares (which includes Class H Special Shares underlying options), in each case, in the capital of the Company, each of which Special Share is automatically convertible into Common Shares on a one-for-one basis (unless adjusted as described herein) if certain Common Share price thresholds are met as described herein (collectively, the "DeepGreen Earnout Shares"); (iii) Legacy DeepGreen became a wholly-owned subsidiary of the Company; and (iv) Legacy DeepGreen and NewCo Sub amalgamated to continue as one unlimited liability company existing under the laws of British Columbia, Canada. In addition, we assumed a warrant issued to Allseas Group S.A. which became a warrant to purchase our Common Shares upon the consummation of the Business Combination, in accordance with its terms. As a consequence of the Business Combination, each option to purchase DeepGreen Common Shares, whether vested or unvested, that was outstanding immediately prior to the Effective Time was assumed by the Company and became an option (vested or unvested, as applicable) to purchase a number of Common Shares based on an exchange ratio determined under the Combination Agreement. The time that the Arrangement became effective is referred to as the "Effective Time."

Immediately prior to the Effective Time, Sustainable Opportunities Holdings LLC (the "Sponsor"), exchanged 741,000 Common Shares for 500,000 Class I Special Shares and 741,000 Class J Special Shares, each of which is automatically convertible into Common Shares on a one-for-one basis if certain Common Share price thresholds are met as described below.

In connection with the foregoing and concurrently with the execution of the Business Combination Agreement, SOAC entered into subscription agreements with certain investors, pursuant to which such investors agreed to purchase an aggregate of 11,030,000 Common Shares at a purchase price of $10.00 per share, for aggregate gross proceeds of $110,300,000, which closed concurrently with the Business Combination.

On January 1, 2026, we completed a vertical short-form amalgamation pursuant to the BCABC with our previously wholly owned subsidiary, DeepGreen Metals ULC ("DGM"), which was an intermediate holding company with no operations. We were a continuing entity in the amalgamation with no changes to our share capital, outstanding warrants to purchase Common Shares and outstanding equity incentive awards.

Common Shares

Holders of Common Shares are entitled to one (1) vote per share on all matters upon which holders of shares are entitled to vote. Subject to the BCBCA and prior rights of the holders of preferred shares and any other class ranking senior to the Common Shares, the holders of Common Shares are entitled to receive non-cumulative dividends as, if and when declared by the board of directors. Subject to the prior rights of the holders of special shares ("Special Shares") and preferred shares, and any other class ranking senior to the Common Shares, in the event of our liquidation, dissolution or winding-up or other distribution of our assets among our shareholders for the purpose of winding up our affairs, the holders of Common Shares will be entitled to share *pro rata* in the distribution of the balance of our assets. Holders of Common Shares will have no pre-emptive or conversion or exchange rights or other subscription rights. There are no redemption, retraction, purchase for cancellation or surrender provisions or sinking or purchase fund provisions applicable to Common Shares. There is no provision in the Notice and Articles requiring holders of Common Shares to contribute additional capital, or permitting or restricting the issuance of additional securities or any other material restrictions. The special rights or restrictions attached to Common Shares are subject to and may be adversely affected by, the rights attached to any series of preferred shares that the board of directors may designate in the future.

Preferred Shares

We are authorized to issue an unlimited number of preferred shares, issuable in series. Accordingly, the board of directors is authorized, without shareholder approval but subject to the provisions of the BCBCA and the Notice and Articles, to determine the maximum number of shares of each series, create or alter an identifying name for each series and alter or attach such special rights or restrictions, including dividend, liquidation and voting rights, as the board of directors may determine, and such special rights or restrictions, including dividend, liquidation and voting rights, may be superior to those of the Common Shares and Special Shares. The issuance of preferred shares, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring or discouraging potential acquisition proposals and might adversely affect the market price of the Common Shares and the voting and other rights of the holders of Common Shares. We have no current plan to issue any preferred shares.

Special Shares

Holders of Special Shares are not entitled to any voting rights, except as required under the BCBCA in certain circumstances, and are not entitled to receive dividends. Subject to the prior rights of the holders of preferred shares, in the event of our liquidation, dissolution or winding-up or other distribution of our assets among our shareholders for the purpose of winding up our affairs, the holders of Special Shares will be entitled to receive an amount equal to $0.00000000001 per Special Share (the "Redemption Price"). Holders of Special Shares have no pre-emptive or exchange rights or other subscription rights. There is no provision in the Notice and Articles requiring holders of Special Shares to contribute additional capital. The special rights or restrictions attached to Special Shares are subject to and may be adversely affected by, the rights attached to any series of preferred shares that the board of directors may designate in the future. The Notice and Articles provide that the Special Shares may not be, directly or indirectly, sold, transferred, assigned, pledged, mortgaged, exchanged, hypothecated or encumbered without the prior approval of the board of directors, which shall only be given under certain circumstances specified in the Notice and Articles (a "Permitted Transfer"). Notwithstanding the foregoing, any holder of Special Shares may, at any time, provide an irrevocable direction and agreement in favor of us that a proposed transfer shall be deemed not to be a Permitted Transfer and that irrevocable direction may provide that any other Permitted Transfer shall require that the transferee provide an identical type of irrevocable direction and agreement.

Subject to the provisions of the BCBCA, any Special Shares then outstanding shall be redeemed by us without any action on the part of the holders of Special Shares (i) at any time after the 15th year anniversary of the original issue date of the Special Shares or (ii) at any time after a Change of Control, in each case at the Redemption Price. For the purposes of the Notice and Articles, "Change of Control" shall mean any transaction or series of related transactions (x) under which any person or one or more persons that are affiliates or that are acting as a "group" (as defined in Section 13(d)(3) of the Exchange Act), directly or indirectly, acquires or otherwise purchases (i) the Company or (ii) all or a material portion of assets, businesses or our Equity Securities (as defined below) or (y) that results, directly or indirectly, in the shareholders of TMC as of immediately prior to such transaction holding, in the aggregate, less than 50% of the voting Equity Securities immediately after the consummation thereof (excluding, for the avoidance of doubt, any Special Shares and the Common Shares issuable upon conversion thereof) (in the case of each of clause (x) and (y), whether by amalgamation, merger, consolidation, arrangement, tender offer, recapitalization, purchase or issuance of Equity Securities or otherwise), and "Equity Securities" shall refer to Common Shares, the preferred shares, Special Shares or any other class of shares or series thereof in the capital of the Company or similar interest in the Company (including any stock appreciation, phantom stock, profit participation or similar rights), and any option, warrant, right or security (including debt securities) convertible, exchangeable or exercisable therefor.

The Special Shares will automatically convert into Common Shares on a one (1) for one (1) basis (the "Conversion Rate") (unless adjusted as described below) upon the occurrence of the following events:

- in the case of the Class A Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $15.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $15.00 per Common Share;

- in the case of the Class B Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $25.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $25.00 per Common Share;

- in the case of the Class C Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $35.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $35.00 per Common Share;

- in the case of the Class D Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $50.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $50.00 per Common Share;

- in the case of the Class E Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $75.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $75.00 per Common Share;

- in the case of the Class F Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $100.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $100.00 per Common Share;

- in the case of the Class G Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $150.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $150.00 per Common Share;

- in the case of the Class H Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $200.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $200.00 per Common Share;

- in the case of the Class I Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $50.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $50.00 per Common Share; and

- in the case of the Class J Special Shares, if (a) on any twenty (20) trading days within any thirty (30) trading day period, the Common Shares trade on the principal securities exchange or securities market on which Common Shares are then traded for a price that is greater than or equal to $12.00, or (b) there occurs any transaction resulting in a Change of Control with a valuation of the Common Shares that is greater than or equal to $12.00 per Common Share.

No fractional Common Share will be issued upon the conversion of the Special Shares and no payment will be made to the holders of Special Shares in lieu thereof. Rather, the holders of Special Shares shall be entitled to the number of Common Shares determined by rounding the entitlement down to the nearest whole number.

In the event that the Common Shares are at any time sub-divided, consolidated, converted or exchanged for a greater or lesser number of shares of the same or another class, then appropriate adjustments will be made in the rights and conditions attaching to the Special Shares so as to preserve in all respects the benefits of the holders of Special Shares.

In the event of any merger, amalgamation, consolidation, arrangement, reorganization or other business combination involving the Company with another entity, other than a Change of Control, the holders of Special Shares will be entitled to receive, on conversion, such securities or other property as if on the effective date of the event they were registered holders of the number of Common Shares which such holders of Special Shares were entitled to receive upon conversion of their Special Shares.

Warrants

Public Warrants

As of March 24, 2026, there were an aggregate of 15,000,000 outstanding warrants issued in connection with the May 2020 initial public offering of (the “public warrants”), which entitle the holder to acquire Common Shares. Each whole public warrant entitles the registered holder to purchase one Common Share at an exercise price of $11.50 per share, subject to adjustment as discussed below, beginning on October 9, 2021. Pursuant to the warrant agreement, a warrant holder may exercise its warrants only for a whole number of Common Shares. This means only a whole warrant may be exercised at a given time by a warrant holder. No fractional warrants will be issued upon separation of the units, and only whole warrants will trade. Accordingly, unless you hold at least three units, you will not be able to receive or trade a whole warrant. The warrants will expire on September 9, 2026, at 5:00 p.m., New York City time, or earlier upon redemption or liquidation.

We will not be obligated to deliver any Common Shares pursuant to the exercise of a warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the Common Shares underlying the warrants is then effective and a prospectus relating thereto is current, subject to our satisfying our obligations described below with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable and we will not be obligated to issue a Common Share upon exercise of a warrant unless the Common Share issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants. In the event that the conditions in the two immediately preceding sentences are not satisfied with respect to a warrant, the holder of such warrant will not be entitled to exercise such warrant and such warrant may have no value and expire worthless. In no event will we be required to net cash settle any warrant. In the event that a registration statement is not effective for the exercised warrants, the purchaser of a unit containing such warrant will have paid the full purchase price for the unit solely for the Common Share underlying such unit.

Redemptions

Once the warrants become exercisable, we may call the warrants for redemption:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption to each warrant holder; and
- if, and only if, the closing price of the Common Shares equals or exceeds $18.00 per share (as adjusted for share splits, share capitalizations, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which notice of the redemption is given to the warrant holder.

If and when the warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws.

We have established the last of the redemption criterion discussed above to prevent a redemption call unless there is at the time of the call a significant premium to the warrant exercise price. If the foregoing conditions are satisfied and we issue a notice of redemption of the warrants, each warrant holder will be entitled to exercise his, her or its warrant prior to the scheduled redemption date. However, the price of the Common Shares may fall below the $18.00 redemption trigger price (as adjusted for share splits, share capitalizations, reorganizations, recapitalizations and the like) as well as the $11.50 (for whole shares) warrant exercise price after the redemption notice is issued.

Redemption Procedures and Cashless Exercise

If we call the warrants for redemption when the price per share of Common Shares equals or exceeds $18.00, our management will have the option to require any holder that wishes to exercise his, her or its warrant to do so on a "cashless basis" beginning on the third trading day prior to the date on which notice of the redemption is given to the holders of warrants. In determining whether to require all holders to exercise their warrants on a "cashless basis," our management will consider, among other factors, our cash position, the number of warrants that are outstanding and the dilutive effect on our shareholders of issuing the maximum number of Common Shares issuable upon the exercise of our warrants. If our management takes advantage of this option, all holders of warrants would pay the exercise price by surrendering their warrants for that number of shares equal to the lesser of (A) the quotient obtained by dividing (x) the product of the number of Common Shares underlying the warrants, multiplied by the excess of the "fair market value" (defined below) over the exercise price of the warrants by (y) the fair market value and (B) 0.365. The "fair market value" will mean the average closing price of the Common Shares for the ten (10) trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants. If our management takes advantage of this option, the notice of redemption will contain the information necessary to calculate the number of Common Shares to be received upon exercise of the warrants, including the "fair market value" in such case. Requiring a cashless exercise in this manner will reduce the number of shares to be issued and thereby lessen the dilutive effect of a warrant redemption. We believe this feature is an attractive option to us if we do not need the cash from the exercise of the warrants after our initial business combination. If we call our warrants for redemption and our management team does not take advantage of this option, Sustainable Opportunities Holdings LLC (the "Sponsor") and its permitted transferees would still be entitled to exercise their private placement warrants for cash or on a cashless basis using the same formula described above that other warrant holders would have been required to use had all warrant holders been required to exercise their warrants on a cashless basis, as described in more detail below.

Exercise Limitation

A holder of a warrant may notify us in writing in the event it elects to be subject to a requirement that such holder will not have the right to exercise such warrant, to the extent that after giving effect to such exercise, such person (together with such person's affiliates), to the warrant agent's actual knowledge, would beneficially own in excess of 4.9% or 9.8% (as specified by the holder) of the Common Shares issued and outstanding immediately after giving effect to such exercise.

Anti-dilution Adjustments

If the number of outstanding Common Shares is increased by a capitalization or share dividend payable in Common Shares, or by a split-up of Common Shares or other similar event, then, on the effective date of such capitalization or share dividend, split-up or similar event, the number of Common Shares issuable on exercise of each warrant will be increased in proportion to such increase in the outstanding Common Shares. A rights offering made to all or substantially all holders of Common Shares entitling holders to purchase Common Shares at a price less than the "historical fair market value" (as defined below) will be deemed a share dividend of a number of Common Shares equal to the product of (i) the number of Common Shares actually sold in such rights offering (or issuable under any other equity securities sold in such rights offering that are convertible into or exercisable for Common Shares) and (ii) one minus the quotient of (x) the price per Common Shares paid in such rights offering and (y) the historical fair market value. For these purposes, (i) if the rights offering is for securities convertible into or exercisable for Class A ordinary shares, in determining the price payable for Common Shares, there will be taken into account any consideration received for such rights, as well as any additional amount payable upon exercise or conversion and (ii) "historical fair market value" means the volume weighted average price of Common Shares as reported during the 10 trading day period ending on the trading day prior to the first date on which the Common Shares trade on the applicable exchange or in the applicable market, regular way, without the right to receive such rights.

In addition, if we, at any time while the warrants are outstanding and unexpired, pay a dividend or make a distribution in cash, securities or other assets to all or substantially all the holders of Common Shares on account of such shares (or other securities into which the warrants are convertible), other than (a) as described above, (b) any cash dividends or cash distributions which, when combined on a per share basis with all other cash dividends and cash distributions paid on the Common Shares during the 365-day period ending on the date of declaration of such dividend or distribution does not exceed $0.50 (as adjusted to appropriately reflect any other adjustments and excluding cash dividends or cash distributions that resulted in an adjustment to the exercise price or to the number of Common Shares issuable on exercise of each warrant) but only with respect to the amount of the aggregate cash dividends or cash distributions equal to or less than $0.50 per share, or (c) to satisfy the redemption rights of the holders of Common Shares in connection with the Business Combination, then the warrant exercise price will be decreased, effective immediately after the effective date of such event, by the amount of cash and/or the fair market value of any securities or other assets paid on each share of Common Shares in respect of such event.

If the number of outstanding Common Shares is decreased by a consolidation, combination, reverse share split or reclassification of Common Shares or other similar event, then, on the effective date of such consolidation, combination, reverse share split, reclassification or similar event, the number of Common Shares issuable on exercise of each warrant will be decreased in proportion to such decrease in outstanding Common Shares.

Whenever the number of Common Shares purchasable upon the exercise of the warrants is adjusted, as described above, the warrant exercise price will be adjusted by multiplying the warrant exercise price immediately prior to such adjustment by a fraction (x) the numerator of which will be the number of Common Shares purchasable upon the exercise of the warrants immediately prior to such adjustment and (y) the denominator of which will be the number of Common Shares so purchasable immediately thereafter.

In case of any reclassification or reorganization of the outstanding Common Shares (other than those described above or that solely affects the par value of such Common Shares), or in the case of any merger or consolidation with or into another company (other than a consolidation or merger in which we are the continuing company and that does not result in any reclassification or reorganization of our outstanding Common Shares), or in the case of any sale or conveyance to another company or entity of the assets or other property of us as an entirety or substantially as an entirety in connection with which we are dissolved, the holders of the warrants will thereafter have the right to purchase and receive, upon the basis and upon the terms and conditions specified in the warrants and in lieu of the Common Shares immediately theretofore purchasable and receivable upon the exercise of the rights represented thereby, the kind and amount of Common Shares or other securities or property (including cash) receivable upon such reclassification, reorganization, merger or consolidation, or upon a dissolution following any such sale or transfer, that the holder of the warrants would have received if such holder had exercised their warrants immediately prior to such event. If less than 70% of the consideration receivable by the holders of Common Shares in such a transaction is payable in the form of Common Shares in the successor entity that is listed for trading on a national securities exchange or is quoted in an established over-the-counter market, or is to be so listed for trading or quoted immediately following such event, and if the registered holder of the warrant properly exercises the warrant within thirty (30) days following public disclosure of such transaction, the warrant exercise price will be reduced as specified in the warrant agreement based on the Black-Scholes value (as defined in the warrant agreement) of the warrant. The purpose of such exercise price reduction is to provide additional value to holders of the warrants when an extraordinary transaction occurs during the exercise period of the warrants pursuant to which the holders of the warrants otherwise do not receive the full potential value of the warrants.

Warrant Agent/Amendment

The warrants are issued in registered form under a warrant agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us. The warrant agreement provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision or correct any mistake, including to conform the provisions of the warrant agreement to the description of the terms of the warrants and the warrant agreement set forth in SOAC's prospectus for its initial public offering, but requires the approval by the holders of at least 50% of the then outstanding public warrants to make any change that adversely affects the interests of the registered holders. You should review a copy of the warrant agreement, which is filed as an exhibit to the Annual Report of which this Exhibit is a part, for a complete description of the terms and conditions applicable to the warrants.

Rights as a Shareholder

The warrant holders do not have the rights or privileges of holders of Common Shares and any voting rights until they exercise their warrants and receive Common Shares.

Fractional Shares

No fractional warrants will be issued upon separation of the units and only whole warrants will trade. If, upon exercise of the warrants, a holder would be entitled to receive a fractional interest in a share, we will, upon exercise, round down to the nearest whole number the number of Common Shares to be issued to the warrant holder.

Private Placement Warrants

As of March 24, 2026, there were 9,500,000 private placement warrants outstanding. The private placement warrants (including the Common Shares issuable upon exercise of the private placement warrants) were not transferable, assignable or salable until October 9, 2021, except pursuant to limited exceptions to our officers and directors and other persons or entities affiliates with the initial purchasers of the private placement warrants, and they are not redeemable by us, except as described above when the prices per share of Common Shares equals or exceeds $10.00, so long as they are held by Sponsor or its permitted transferees. The Sponsor, or its permitted transferees, has the option to exercise the private placement warrants on a cashless basis. Except as described below, the private placement warrants have terms and provisions that are identical to those of the public warrants. If the private placement warrants are held by holders other than Sponsor or its permitted transferees, the private placement warrants will be redeemable by us and exercisable by the holders on the same basis as the public warrants. The private placement warrants were transferred to permitted transferees in December 2021.

Except as described above regarding redemption procedures and cashless exercise in respect of the public warrants, if holders of the private placement warrants elect to exercise them on a cashless basis, they would pay the exercise price by surrendering his, her or its warrants for that number of Common Shares equal to the quotient obtained by dividing (x) the product of the number of Common Shares underlying the warrants, multiplied by the excess of the "fair market value" (defined below) over the exercise price of the warrants by (y) the fair market value. The "fair market value" shall mean the average reported closing price of the Common Shares for the ten (10) trading days ending on the third trading day prior to the date on which the notice of warrant exercise is sent to the warrant agent.

Class A Warrants

As of March 24, 2026, there were Class A warrants outstanding entitling the holders thereof to purchase an aggregate of 4,317,500 Common Shares. The Class A warrants were issued as part of the August 2023 registered direct offering.

Exercisability

The Class A warrants are exercisable at any time on or after the issuance date. The Class A warrants will be exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice and, at any time a registration statement registering the issuance of the Common Shares underlying the Class A warrants under the Securities Act is effective and available for the issuance of such shares, or an exemption from registration under the Securities Act is available for the issuance of such shares, by payment in full in immediately available funds for the number of Common Shares purchased upon such exercise. If a registration statement registering the issuance of the Common Shares underlying the Class A warrants under the Securities Act is not then effective or available, the holder may only exercise the Class A warrant through a cashless exercise, in which case the holder would receive upon such exercise the net number of Common Shares determined according to the formula set forth in the Class A warrant. No fractional shares will be issued in connection with the exercise of a Class A warrant. In lieu of fractional shares, we will round down to the next whole share.

Exercise Limitation

A holder will not have the right to exercise any portion of the Class A warrant if the holder (together with its affiliates) would beneficially own in excess of 4.99% (or 9.99% or 19.99% at the election of a holder prior to the date of issuance) of the number of Common Shares outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Class A warrants. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99% (or 19.99% with prior written approval of the Company) upon at least 61 days' prior notice from the holder to us.

Exercise Price/Adjustment

The exercise price per Common Share purchasable upon exercise of the Class A warrants is $2.00 per Common Share, subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Common Shares. The exercise price is subject to appropriate adjustment in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting our Common Shares and also upon any distributions of assets, including cash, shares or other property to our shareholders.

Transferability/Warrant Agent

Subject to applicable laws, the Class A warrants may be offered for sale, sold, transferred or assigned without our consent. There is no trading market for the Class A warrants and a trading market is not expected to develop. The Company will initially act as warrant agent for the Class A warrants.

Trading Market

We do not plan on making the Class A warrants eligible to trade on any national securities exchange or any other nationally recognized trading system or market.

Fundamental Transactions

In the event of a fundamental transaction, as described in the Class A warrants and generally including any reorganization, recapitalization or reclassification of our Common Shares, the sale, transfer or other disposition of all or substantially all of our properties or assets, our consolidation or merger with or into another person, the holders of the Class A warrants will be entitled to receive upon exercise of the Class A warrants the kind and amount of securities, cash or other property that the holders would have received had they exercised the Class A warrants immediately prior to such fundamental transaction.

Call Provision

Subject to the terms of the Class A warrants, if (i) the volume weighted average price for each of 30 consecutive trading days exceeds $6.50 (subject to adjustment for forward and reverse stock splits, recapitalizations, stock dividends) and (ii) the holder of the Class A warrant is not in possession of any information that constitutes, or might constitute, material non-public information which was provided by the Company, then the Company may, within one trading day of the end of such 30-day period, call for cancellation of all or any portion of the Class A warrants for which a notice of exercise has not yet been delivered for consideration equal to $0.0001 per warrant share.

Rights as a Shareholder

Except as otherwise provided in the Class A warrants or by virtue of such holder's ownership of Common Shares, the holder of a Class A warrant does not have the rights or privileges of a holder of our Common Share, including any voting rights, until the holder exercises the Class A warrant.

Governing Law

The Class A warrants are governed by New York law.

Class B Warrants

As of March 24, 2026, there were Class B warrants outstanding entitling the holders thereof to purchase an aggregate of 15,000 Common Shares. The Class B warrants were issued as part of the November 2024 registered direct offering.

Exercisability

The Class B warrants are exercisable at any time on or after the issuance date until five years after issuance. The Class B warrants will be exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice and, at any time a registration statement registering the issuance of the Common Shares underlying the Class B warrants under the Securities Act is effective and available for the issuance of such shares, or an exemption from registration under the Securities Act is available for the issuance of such shares, by payment in full in immediately available funds for the number of Common Shares purchased upon such exercise. The holder may exercise the Class B warrant through a cashless exercise, in which case the holder would receive upon such exercise the net number of Common Shares determined according to the formula set forth in the Class B warrant. No fractional shares will be issued in connection with the exercise of a Class B warrant. In lieu of fractional shares, we will round down to the next whole share.

Exercise Limitation

A holder will not have the right to exercise any portion of the Class B warrant if the holder (together with its affiliates) would beneficially own in excess of 4.99% (or 9.99% or 19.99% at the election of a holder prior to the date of issuance) of the number of Common Shares outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Class B warrants. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99% (or 19.99% with prior written approval of the Company) upon at least 61 days' prior notice from the holder to us.

Exercise Price; Adjustment

The exercise price per Common Share purchasable upon exercise of the Class B warrants is $2.00 per Common Share, subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Common Shares. The exercise price is subject to appropriate adjustment in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting our Common Shares and also upon any distributions of assets, including cash, shares or other property to our shareholders.

Transferability/Warrant Agent

Subject to applicable laws, the Class B warrants may be offered for sale, sold, transferred or assigned without our consent. There is no trading market for the Class B warrants and a trading market is not expected to develop. The Company will initially act as warrant agent for the Class B warrants.

Trading Market

We do not plan on making the Class B warrants eligible to trade on any national securities exchange or any other nationally recognized trading system or market.

Fundamental Transactions

In the event of a fundamental transaction, as described in the Class B warrants and generally including any reorganization, recapitalization or reclassification of our Common Shares, the sale, transfer or other disposition of all or substantially all of our properties or assets, our consolidation or merger with or into another person, the holders of the Class B warrants will be entitled to receive upon exercise of the Class B warrants the kind and amount of securities, cash or other property that the holders would have received had they exercised the Class B warrants immediately prior to such fundamental transaction.

Call Provision

Subject to the terms of the Class B warrants, if (i) the volume weighted average price for each of 30 consecutive trading days exceeds $5.00 (subject to adjustment for forward and reverse stock splits, recapitalizations, stock dividends) and (ii) the holder of the Class B warrant is not in possession of any information that constitutes, or might constitute, material non-public information which was provided by the Company, then the Company may, within one trading day of the end of such 30-day period, call for cancellation of all or any portion of the Class B warrants for which a notice of exercise has not yet been delivered for consideration equal to $0.0001 per warrant share.

Rights as a Shareholder

Except as otherwise provided in the Class B warrants or by virtue of such holder's ownership of Common Shares, the holder of a Class B warrant does not have the rights or privileges of a holder of our Common Share, including any voting rights, until the holder exercises the Class B warrant.

Governing Law

The Class B warrants are governed by New York law.

Class C Warrants

As of March 26, 2026, there were Class C warrants outstanding entitling the holders thereof to purchase an aggregate of 10,003,333 Common Shares. The Class C warrants were issued as part of the May 2025 registered direct offering.

Exercisability

The Class C warrants are exercisable until May 12, 2028. The Class C warrants will be exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice and, at any time a registration statement registering the issuance of the Common Shares underlying the Class C warrants under the Securities Act is effective and available for the issuance of such shares, or an exemption from registration under the Securities Act is available for the issuance of such shares, by payment in full in immediately available funds for the number of Common Shares purchased upon such exercise. If a registration statement registering the issuance of the Common Shares underlying the Class C warrants under the Securities Act is not then effective or available, the holder may exercise the Class C warrants through a cashless exercise, in which case the holder would receive upon such exercise the net number of Common Shares determined according to the formula set forth in the Class C warrants. No fractional shares will be issued in connection with the exercise of a Class C warrant. In lieu of fractional shares, we will round down to the next whole share.

Exercise Limitation

A holder will not have the right to exercise any portion of the Class C warrant if the holder (together with its affiliates and attribution parties) would beneficially own in excess of 4.99%, 9.99% or 19.99% (depending on the holder) of the number of Common Shares outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Class C warrants. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99% (or 19.99% with prior written approval of the Company) upon at least 61 days' prior notice from the holder to us.

Exercise Price; Adjustment

The exercise price per Common Share purchasable upon exercise of the Class C warrants is $4.50 per Common Share, subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Common Shares. The exercise price is subject to appropriate adjustment in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting our Common Shares and also upon any distributions of assets, including cash, shares or other property to our shareholders.

Transferability/Warrant Agent

Subject to applicable laws, the Class C warrants may be offered for sale, sold, transferred or assigned without our consent. There is no trading market for the Class C warrants and a trading market is not expected to develop. The Company will initially act as warrant agent for the Class C warrants.

Trading Market

We do not plan on making the Class C warrants eligible to trade on any national securities exchange or any other nationally recognized trading system or market.

Fundamental Transactions

In the event of a fundamental transaction, as described in the Class C warrants and generally including any reorganization, recapitalization or reclassification of our Common Shares, the sale, transfer or other disposition of all or substantially all of our properties or assets, our consolidation or merger with or into another person, the holders of the Class C warrants will be entitled to receive upon exercise of the Class C warrants the kind and amount of securities, cash or other property that the holders would have received had they exercised the Class C warrants immediately prior to such fundamental transaction.

Call Provision

Subject to the terms of the Class C warrants, if (i) the volume weighted average price for each of 20 consecutive trading days exceeds $7.00 (subject to adjustment for forward and reverse stock splits, recapitalizations, stock dividends) and (ii) the holder of the Class C warrant is not in possession of any information that constitutes, or might constitute, material non-public information which was provided by the Company, then the Company may, within one trading day of the end of such 20-day period, call for cancellation of all or any portion of the Class C warrants for which a notice of exercise has not yet been delivered for consideration equal to $0.0001 per warrant share.

Rights as a Shareholder

Except as otherwise provided in the Class C warrants or by virtue of such holder's ownership of Common Shares, the holder of a Class C warrant does not have the rights or privileges of a holder of our Common Shares, including any voting rights, until the holder exercises the Class C warrant.

Governing Law

The Class C warrants are governed by New York law.

Other Outstanding Warrants

On May 30, 2025, the Company issued a warrant to the Republic of Nauru to purchase 9,146,268 Common Shares. This warrant has an initial exercise price of $4.72 per share, is exercisable upon the achievement of certain conditions related to U.S. regulatory approvals and the Company's commercial recovery efforts, and will expire five years from the date of issuance.

On August 4, 2025, the Company issued to the Kingdom of Tonga, acting through the Tonga Seabed Minerals Authority, a warrant to purchase 1,000,000 Common Shares. This warrant has an initial exercise price of $5.87 per share, becomes exercisable upon the satisfaction of certain conditions related to U.S. regulatory approvals and the Company's commercial recovery efforts, as set forth in this warrant, and expires five years from the date of issuance.

As part of the June 2025 private placement of common shares, on June 25, 2025, the Company issued a warrant to Korea Zinc Company, Ltd. to purchase up to 6,868,181 Common Shares. This warrant has a term of three years from the date of issuance, and an initial exercise price of $7.00 per share, and contains a call/compulsory exercise provisions should the Common Shares trade above $10.00 for 20 consecutive trading days.

Registration Rights

At the closing of the Business Combination, we, the initial shareholders, including the Sponsor (the "Sponsor Group Holders"), and certain holders of Legacy DeepGreen securities immediately prior to the Effective Time (the "DeepGreen Holders") entered into an amended and restated registration rights agreement (the "Amended and Restated Registration Rights Agreement"), pursuant to which, among other things, the Sponsor Group Holders and the DeepGreen Holders were granted certain registration rights with respect to their respective Common Shares on the terms and subject to the conditions therein. Additionally, (a) the securities purchase agreement entered into on August 14, 2023, (b) the securities purchase agreement entered into on November 14, 2024, as amended, and (c) the securities purchase agreement entered into on May 12, 2025, provide the investors under each agreement with certain registration rights with respect to the Common Shares and, as applicable, warrants to purchase Common Shares purchased pursuant to such agreements. The Company has filed registration statements, which remain effective, in connection with these registration rights.

Participation Right

In connection with the June 2025 private placement financing, we granted the investor in the financing, subject to certain exceptions, a right to participate in any public offering or private placement of any Common Shares or Common Share equivalents primarily for capital raising purposes (each a "Proposed Offering") up to such amount of securities to maintain its percentage ownership at the time of such Proposed Offering. Such right to participate in future financings will expire upon the earlier to occur of (i) June 16, 2030, (ii) the date on which the investor owns less than all of the Common Shares it purchased in the financing and (iii) immediately after a closing of a Proposed Offering where the investor does not exercise its participation right in full.

Certain Important Provisions of the Notice and Articles and the BCBCA

The following is a summary of certain important provisions of our Articles and certain related sections of the BCBCA. Please note that this is only a summary and is not intended to be exhaustive. This summary is subject to, and is qualified in its entirety by reference to, the provisions of our Articles and the BCBCA.

Stated Objects or Purposes

The Notice and Articles do not contain stated objects or purposes and do not place any limitations on the business that we may carry on.

Directors

Power to vote on matters in which a director is materially interested. Under the BCBCA, a director of a company is liable to account to the company for any profit that accrues to the director under or as a result of a contract or transaction in which the director holds a disclosable interest if the contract or transaction is material to the company, the company has entered, or proposes to enter, into the contract or transaction, and either the director has a material interest in the contract or transaction or is a director of, or has a material interest in, a person who has a material interest in the contract or transaction, unless otherwise provided for in the BCBCA. A director does not hold a disclosable interest in a contract or transaction merely because the contract or transaction: (i) is an arrangement by way of security granted by the company for money loaned to, or obligations undertaken by, the director, or a person in whom the director has a material interest, for the benefit of the company or one of its affiliates; (ii) relates to an indemnity or insurance permitted under the BCBCA; (iii) relates to the remuneration of the director in his or her capacity as director, officer, employee or agent of the company or one of its affiliates; (iv) relates to a loan to the company, and the director, or a person in whom the director has a material interest, is or is to be a guarantor of some or all of the loan; or (v) is, has been or will be made with or for the benefit of a company that is affiliated with the company and the director is also a director or senior officer of that company or an affiliate of that company.

A director who holds a disclosable interest may also be liable to account to the company for any profit that accrues to the director under or as a result of a contract or transaction in which the director holds a disclosable interest, unless the contract or transaction is: (i) approved by the other non-interested directors (unless all directors have a disclosable interest) or by a special resolution of the shareholders, after the nature and extent of the disclosable interest has been disclosed to the directors or shareholders, as applicable, or (ii) the contract or transaction was entered into before the individual became a director, the disclosable interest was disclosed to the other directors or shareholders, as applicable, and the director who holds the disclosable interest does not vote on any decision or resolution touching on the contract or transaction. Directors are also required to comply with certain other relevant provisions of the BCBCA regarding conflicts of interest. A director who holds such disclosable interest in respect of any material contract or transaction into which the company has entered or proposes to enter may be required to absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place.
Directors' power to determine the remuneration of directors. The remuneration of our directors, if any, may be determined by our directors subject to our Articles. The remuneration may be in addition to any salary or other remuneration paid to any of our employees (including senior officers) who are also directors.

Number of shares required to be owned by a director. Our Articles do not and the BCBCA does not provide that a director is required to hold any shares in the capital of the Company as a qualification for holding his or her office.

Shareholder Meetings

Subject to applicable exchange requirements, and the BCBCA, we will have to hold a general meeting of our shareholders at least once every year at a time and place determined by our board of directors, provided that the meeting must not be held later than 15 months after the preceding annual general meeting, unless an extension is obtained. A meeting of our shareholders may be held anywhere in or outside British Columbia. The board of directors may also determine that shareholders may attend a meeting of shareholders by means of telephone, or other communications medium.

A notice to convene a meeting, specifying the date, time and location of the meeting, and, where a meeting is to consider special business, the general nature of the special business, among other things, must be sent to each shareholder entitled to attend the meeting and to each director, so long that the company is a public company, not less than 21 days and no more than two months prior to the meeting, although, as a result of applicable securities laws, the minimum time for notice is effectively longer in most circumstances. Under the BCBCA, shareholders entitled to notice of a meeting may waive or reduce the period of notice for that meeting, provided applicable securities laws are met. The accidental omission to send notice of any meeting of shareholders to, or the non-receipt of any notice by, any person entitled to notice does not invalidate any proceedings at that meeting.

The Articles provide that a quorum for meetings of shareholders is present if at least two shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to vote at the meeting, are present in person or represented by proxy at the meeting. Additionally, the Nasdaq requires that a quorum of at least 33 1/3% of the issued shares entitled to vote at the meeting be so present. If a quorum is not present within one half hour from the time set for the holding of any meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place or at such other date, time or location as the chair of the meeting specifies on the adjournment, unless the meeting was requisitioned by shareholders, in which case the meeting is dissolved.

Holders of Common Shares are entitled to attend and vote at meetings of our shareholders except meetings at which only holders of another class of shares are entitled to vote. Except as otherwise provided with respect to any particular series of preferred shares or Special Shares, and except as otherwise required by law, the holders of our preferred shares and/or Special Shares are not entitled to receive notice of, or to attend or vote at any meetings of our shareholders. Our directors and officers, our auditor and any other persons invited by our directors are entitled to attend any meeting of our shareholders but will not be counted in the quorum or be entitled to vote at the meeting unless he or she is a shareholder or proxyholder entitled to vote at the meeting.

Shareholder Proposals and Advance Notice Procedures

Under the BCBCA, qualified shareholders holding, directly or indirectly, at least (i) 1% of the Common Shares or (ii) Common Shares with a fair market value in excess of CAD$2,000 may make proposals for matters to be considered at the annual general meeting of shareholders. Such proposals must be sent to us in advance of any proposed meeting by delivering a timely written notice in proper form to our registered office in accordance with the requirements of the BCBCA. The notice must include information on the business the shareholder intends to bring before the meeting. To be a qualified shareholder, a shareholder must currently be and have been a registered or beneficial owner of at least one Common Share for an uninterrupted period of at least two years before the date of signing the proposal.

Certain advance notice provisions with respect to the election of our directors are included in the Notice and Articles (the "Advance Notice Provisions"). The Advance Notice Provisions are intended to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings; (ii) ensure that all shareholders receive adequate notice of board nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote. Only persons who are nominated in accordance with the Advance Notice Provisions will be eligible for election as directors at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors. Our board of directors may, in their sole discretion, waive any and all requirements set forth in our Articles in respect of the Advance Notice Provisions.

Under the Advance Notice Provisions, a shareholder wishing to nominate a director would be required to provide us notice, in the prescribed form, within the prescribed time periods. These time periods include, (i) in the case of an annual meeting of shareholders (including annual and special meetings), not less than 30 days prior to the date of the annual meeting of shareholders; provided, that if the first public announcement of the date of the annual meeting of shareholders (the "Notice Date") is less than 50 days before the meeting date, not later than the close of business on the 10th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes electing directors, not later than the close of business on the 15th day following the Notice Date.

These provisions could have the effect of delaying until the next shareholder meeting the nomination of certain persons for director that are favored by the holders of a majority of our outstanding voting securities.

Forum Selection

The Notice and Articles include a forum selection provision that provides that, unless we consent in writing to the selection of an alternative forum, the Supreme Court of British Columbia, Canada and the appellate courts therefrom, are the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or other employees to our company; (iii) any action or proceeding asserting a claim arising pursuant to any provision of the BCBCA or the Notice and Articles (as each may be amended from time to time); or (iv) any action or proceeding asserting a claim otherwise related to the relationships among us, our affiliates and our respective shareholders, directors and/or officers, but excluding claims related to our business or of such affiliates. The forum selection provision also provides that our securityholders are deemed to have consented to personal jurisdiction in the Province of British Columbia and to service of process on their counsel in any foreign action initiated in violation of the foregoing provisions. This provision does not apply to suits brought to enforce any duty or liability created by the Securities Act or the Exchange Act, or the rules and regulations thereunder.

For claims brought under the Securities Act, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all claims brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder and the Notice and Articles provides that the federal district courts of the United States of America, to the fullest extent permitted by law, are the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act (the "Federal Forum Provision"). Application of the Federal Forum Provision means that suits brought by our shareholders to enforce any duty or liability created by the Securities Act must be brought in federal court and cannot be brought in state court, unless we consent in writing to the selection of an alternative forum.

Section 27 of the Exchange Act creates exclusive federal jurisdiction over all claims brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Accordingly, actions by our shareholders to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder must be brought in federal court. Our shareholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder.

Any person or entity purchasing or otherwise acquiring or holding any interest in any of Common Shares shall be deemed to have notice of and consented to the aforementioned forum selection provisions, including the Federal Forum Provision. Additionally, our shareholders cannot waive compliance with the federal securities laws and the rules and regulations thereunder. These provisions may limit our shareholders' ability to bring a claim in a judicial forum they find favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. Alternatively, if a court were to find the choice of forum provision contained in the Notice and Articles to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results and financial condition.

Limitation of Liability and Indemnification

Under the BCBCA, a company may indemnify: (i) a current or former director or officer of that company; (ii) a current or former director or officer of another company if, at the time such individual held such office, such company was an affiliate of the company, or if such individual held such office at the company's request; or (iii) an individual who, at the request of the company, held, or holds, an equivalent position in another entity (an "indemnifiable person") against all judgments, penalties or fines, or amounts paid to settle a proceeding or an action, in respect of any civil, criminal, administrative or other legal proceeding or investigative action (whether current, threatened, pending or completed) in which he or she is involved because of that person's position as an indemnifiable person (an "eligible proceeding"), unless: (i) the individual did not act honestly and in good faith with a view to the best interests of such company or the other entity, as the case may be; or (ii) in the case of a proceeding other than a civil proceeding, the individual did not have reasonable grounds for believing that the individual's conduct in respect of which proceeding was brought was lawful. A company cannot indemnify an indemnifiable person if it is prohibited from doing so under its articles or by applicable law. A company may pay, as they are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred.

Ownership and Exchange Controls

There is no limitation imposed by Canadian law or by the Notice and Articles on the right of a non-resident to hold or vote Common Shares, other than discussed below.

Competition Act

Limitations on the ability to acquire and hold Common Shares may be imposed by the *Competition Act* (Canada). This legislation permits the Commissioner of Competition (the "Commissioner"), to review any acquisition or establishment, directly or indirectly, including through the acquisition of shares, of control over or of a significant interest in us. This legislation grants the Commissioner jurisdiction, for up to one year after the acquisition has been substantially completed where the Commissioner has been notified of the acquisition (or up to three years where no notice has been given to the Commissioner), to challenge this type of acquisition by seeking a remedial order, including an order to prohibit the acquisition or require divestitures, from the Canadian Competition Tribunal, which may be granted where the Competition Tribunal finds that the acquisition substantially prevents or lessens, or is likely to substantially prevent or lessen, competition.

This legislation also requires any person or persons who intend to acquire more than 20% of our voting shares or, if such person or persons already own more than 20% of our voting shares prior to the acquisition, more than 50% of our voting shares, to file a notification with the Canadian Competition Bureau if certain financial thresholds are exceeded. Where a notification is required, unless an exemption is available, the legislation prohibits completion of the acquisition until the expiration of the applicable statutory waiting period, unless the Commissioner either waives or terminates such waiting period or issues an advance ruling certificate. The Commissioner's review of a notifiable transaction for substantive competition law considerations may take longer than the statutory waiting period.

Investment Canada Act

The *Investment Canada Act* requires each "non-Canadian" (as defined in the *Investment Canada Act*) who acquires "control" of an existing "Canadian business," to file a notification in prescribed form with the responsible federal government department or departments not later than 30 days after closing, provided the acquisition of control is not a reviewable transaction under the *Investment Canada Act*. Subject to certain exemptions, a transaction that is reviewable under the *Investment Canada Act* may not be implemented until an application for review has been filed and the responsible Minister of the federal cabinet has determined that the investment is likely to be of "net benefit to Canada" taking into account certain factors set out in the *Investment Canada Act*. Under the *Investment Canada Act*, an investment in Common Shares by a non-Canadian who is an investor originating from a country with which Canada has a free trade agreement, including a United States investor, would be reviewable only if it were an investment to acquire control of us pursuant to the *Investment Canada Act* and our enterprise value (as determined pursuant to the *Investment Canada Act* and its regulations) was equal to or greater than the amount specified, which is currently CAD$2.179 billion. For most other investors who are not state-owned enterprises the threshold is currently CAD$1.452 billion for 2026.

The *Investment Canada Act* contains various rules to determine if there has been an acquisition of control. Generally, for purposes of determining whether an investor has acquired control of a corporation by acquiring shares, the following general rules apply, subject to certain exceptions: the acquisition of a majority of the undivided ownership interests in the voting shares of the corporation is deemed to be acquisition of control of that corporation; the acquisition of less than a majority, but one-third or more, of the voting shares of a corporation or of an equivalent undivided ownership interest in the voting shares of the corporation is presumed to be acquisition of control of that corporation unless it can be established that, on the acquisition, the corporation is not controlled in fact by the acquirer through the ownership of voting shares; and the acquisition of less than one-third (1/3) of the voting shares of a corporation or of an equivalent undivided ownership interest in the voting shares of the corporation is deemed not to be acquisition of control of that corporation.

Under the national-security-review regime in the *Investment Canada Act*, review on a discretionary basis may also be undertaken by the federal government in respect to a much broader range of investments by a non-Canadian to "acquire, in whole or part, or to establish an entity carrying on all or any part of its operations in Canada." No financial threshold applies to a national-security review. The relevant test is whether such investment by a non-Canadian could be "injurious to national security." The responsible ministers have broad discretion to determine whether an investor is a non-Canadian and therefore subject to national-security review. Review on national-security grounds is at the discretion of the responsible ministers, and may occur on a pre- or post-closing basis.

Certain transactions relating to Common Shares will generally be exempt from the *Investment Canada Act*, subject to the federal government's prerogative to conduct a national-security review, including:

- the acquisition of Common Shares by a person in the ordinary course of that person's business as a trader or dealer in securities;
- the acquisition of control of us in connection with the realization of security granted for a loan or other financial assistance and not for any purpose related to the provisions of the Investment Canada Act; and
- the acquisition of control of us by reason of an amalgamation, merger, consolidation or corporate reorganization following which the ultimate direct or indirect control in fact of us, through ownership of Common Shares, remains unchanged.

Other

There is no law, governmental decree or regulation in Canada that restricts the export or import of capital, or that would affect the remittance of dividends (if any) or other payments by us to non-resident holders of Common Shares, other than sanctions, anti-terrorism, anti-money laundering or withholding tax requirements, and the requirements of the BCBCA, including relating generally to dividends, returns of capital and redemptions.

Transfer Agent, Warrant Agent and Registrar

The transfer agent for our Common Shares and the Warrant Agent for the Public Warrants is Continental Stock Transfer & Trust Company.

Stock Exchange Listing

Our Common Shares and Public Warrants to purchase Common Shares are listed for trading on The Nasdaq Global Select Market under the symbol "TMC" and "TMCWW", respectively.

Material U.S. Federal Income Tax Considerations

The following discussion is a summary of material U.S. federal income tax considerations applicable to you if you are a U.S. Holder (as defined below) of our Common Shares and/or public warrants. This discussion addresses only those U.S. Holders that hold our Common Shares and/or public warrants as capital assets (generally, property held for investment) within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended, or the Code. This summary does not discuss all aspects of U.S. federal income taxation that may be relevant to particular investors in light of their particular circumstances, or to investors subject to special tax rules, such as:

- financial institutions;
- insurance companies;
- mutual funds;
- pension plans;
- S corporations;
- broker-dealers;
- traders in securities that elect mark-to-market treatment;
- regulated investment companies;
- real estate investment trusts;
- trusts and estates;
- tax-exempt organizations (including private foundations);
- investors that hold our Common Shares or public warrants as part of a "straddle," "hedge," "conversion," "synthetic security," "constructive ownership transaction," "constructive sale" or other integrated transaction for U.S. federal income tax purposes;
- investors subject to the alternative minimum tax provisions of the Code;
- U.S. Holders that have a functional currency other than the U.S. dollar;
- U.S. expatriates or former long-term residents of the United States;
- investors subject to the U.S. "inversion" rules;
- U.S. Holders owning or considered as owning (directly, indirectly, or through attribution) 5% (measured by vote or value) or more of our Common Shares;
- persons that acquired our Common Shares or public warrants pursuant to an exercise of employee share options, in connection with employee share incentive plans or otherwise as compensation for the performance of services;
- controlled foreign corporations;
- accrual method taxpayers that file applicable financial statements as described in Section 451(b) of the Code;
- passive foreign investment companies ("PFIC"); and
- persons who are not U.S. Holders, all of whom may be subject to tax rules that differ materially from those summarized below.

This summary does not discuss any state, local, or non-U.S. tax considerations, any non-income tax (such as gift or estate tax) considerations, the alternative minimum tax or the Medicare tax on net investment income. If a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds Common Shares or public warrants the tax treatment of a partner in such partnership will generally depend upon the status of the partner, the activities of the partnership and the partner and certain determinations made at the partner level. If you are a partner of a partnership holding Common Shares or public warrants, you are urged to consult your tax advisor regarding the tax consequences to you of the ownership and disposition of Common Shares or public warrants by the partnership.

This summary is based upon the Code, the U.S. Department of Treasury regulations, or Treasury Regulations, current administrative interpretations and practices of the Internal Revenue Service, or IRS, and judicial decisions, all as currently in effect and all of which are subject to differing interpretations or to change, possibly with retroactive effect. No assurance can be given that the IRS would not assert, or that a court would not sustain a position contrary to any of the tax considerations described below.

For purposes of this discussion, a "U.S. Holder" is a beneficial owner of Common Shares or public warrants, as the case may be, that is:

- an individual who is a U.S. citizen or resident of the United States;
- a corporation (including an entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust (A) the administration of which is subject to the primary supervision of a U.S. court and which has one or more U.S. persons (within the meaning of the Code) who have the authority to control all substantial decisions of the trust or (B) that has in effect a valid election under applicable Treasury Regulations to be treated as a U.S. person.

Tax Consequences of Ownership and Disposition of Common Shares and Public Warrants

Dividends and Other Distributions on Common Shares

Subject to the PFIC rules discussed below under the heading "- *Passive Foreign Investment Company Rules*," distributions on Common Shares will generally be taxable as a dividend for U.S. federal income tax purposes to the extent paid from the Company's current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of the Company's current and accumulated earnings and profits will constitute a return of capital that will be applied against and reduce (but not below zero) the U.S. Holder's adjusted tax basis in its Common Shares. Any remaining excess will be treated as gain realized on the sale or other disposition of the Common Shares and will be treated as described below under the heading "- *Tax Consequences of Ownership and Disposition of Common Shares and Public Warrants - Sale, Taxable Exchange or Other Taxable Disposition of Common Shares and Public Warrants*." The amount of any such distribution will include any amounts withheld by us (or another applicable withholding agent) in respect of Canadian income taxes. Any amount treated as dividend income will be treated as foreign-source dividend income. Amounts treated as dividends that the Company pays to a U.S. Holder that is a taxable corporation generally will be taxed at regular corporate income tax rates and will not qualify for the dividends received deduction generally allowed to U.S. corporations in respect of dividends received from other U.S. corporations. With respect to non-corporate U.S. Holders, under tax laws currently in effect and subject to certain exceptions (including, but not limited to, dividends treated as investment income for purposes of investment interest deduction limitations), dividends generally will be taxed at the lower applicable long-term capital gains rate only if Common Shares are readily tradable on an established securities market in the United States or the Company is eligible for benefits under an applicable tax treaty with the United States, and the Company is not treated as a PFIC with respect to such U.S. Holder in the year that the dividend is paid or in the preceding year and provided certain holding period requirements are met. The amount of any dividend distribution paid in Canadian dollars will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of actual or constructive receipt, regardless of whether the payment is in fact converted into U.S. dollars at that time. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt.

Subject to applicable limitations, non-refundable Canadian income taxes withheld from dividends on Common Shares at a rate not exceeding the rate provided by the applicable treaty with the United States will be eligible for credit against the U.S. Holder's U.S. federal income tax liability. The rules governing foreign tax credits are complex and U.S. Holders are urged to consult their tax advisers regarding the creditability of foreign taxes in their particular circumstances. In lieu of claiming a foreign tax credit, a U.S. Holder may deduct foreign taxes, including any Canadian income tax, in computing their taxable income, subject to generally applicable limitations under U.S. law. An election to deduct foreign taxes instead of claiming foreign tax credits applies to all foreign taxes paid or accrued in the taxable year.

Sale, Taxable Exchange or Other Taxable Disposition of Common Shares and Public Warrants

Subject to the PFIC rules discussed below under the heading "- *Passive Foreign Investment Company Rules*," upon any sale, exchange or other taxable disposition of Common Shares or public warrants, a U.S. Holder generally will recognize gain or loss in an amount equal to the difference between (i) the sum of (x) the amount cash and (y) the fair market value of any other property, received in such sale, exchange or other taxable disposition and (ii) the U.S. Holder's adjusted tax basis in such Common Shares or public warrants, in each case as calculated in U.S. dollars. If a U.S. Holder acquired such Common Shares or public warrants as part of a unit, the adjusted tax basis in the Common Shares or public warrants will be the portion of the acquisition cost allocated to the shares or warrants, respectively, or if such Common Shares were received upon exercise of public warrants, the initial basis of the Common Shares upon exercise of public warrants (generally determined as described below under the heading "- *Tax Consequences of Ownership and Disposition of Common Shares and Public Warrants - Exercise or Lapse of a Public Warrant*"). Any such gain or loss generally will be capital gain or loss and will be long-term capital gain or loss if the U.S. Holder's holding period for such Common Shares or public warrants exceeds one (1) year. Long-term capital gain realized by a non-corporate U.S. Holder generally will be taxable at a reduced rate. The deduction of capital losses is subject to limitations. This gain or loss generally will be treated as U.S. source gain or loss.

Exercise or Lapse of a Public Warrant

A U.S. Holder generally will not recognize taxable gain or loss on the acquisition of a Common Share upon exercise of a public warrant for cash. The U.S. Holder's tax basis in the Common Share received upon exercise of the public warrant generally will be an amount equal to the sum of the U.S. Holder's initial investment in the public warrant (*i.e.,* its tax basis, calculated in U.S. dollars) and the exercise price. The U.S. Holder's holding period for a Common Share received upon exercise of the of a public warrant will begin on the day following the date of exercise (or possibly the date of exercise) of the public warrant and will not include the period during which the U.S. Holder held the public warrant. If a public warrant is allowed to lapse unexercised, a U.S. Holder generally will recognize a capital loss equal to such U.S. Holder's tax basis in the warrant (calculated in U.S. dollars). Such loss will be long-term if the warrant has been held for more than one (1) year.

The tax consequences of a cashless exercise of a public warrant are not clear under current tax law. A cashless exercise may not be taxable, either because the exercise is not a realization event or because the exercise is treated as a recapitalization for U.S. federal income tax purposes. In either situation, a U.S. Holder's tax basis in the shares of Common Shares received generally should equal the U.S. Holder's tax basis in the public warrants. If the cashless exercise was not a realization event, it is unclear whether a U.S. Holder's holding period for the Common Shares would be treated as commencing on the date of exercise of the public warrant or the day following the date of exercise of the public warrant. If the cashless exercise were treated as a recapitalization, the holding period of the shares of Common Shares received would include the holding period of the public warrant.

It is also possible that a cashless exercise may be treated in part as a taxable exchange in which gain or loss would be recognized. In such event, a U.S. Holder may be deemed to have surrendered a number of public warrants having a value equal to the exercise price for the total number of public warrants to be exercised. The U.S. Holder would recognize capital gain or loss in an amount equal to the difference between the fair market value of the public warrants deemed surrendered and the U.S. Holder's tax basis in the public warrants deemed surrendered. In this case, a U.S. Holder's tax basis in the shares of Common Shares received would equal the sum of the U.S. Holder's tax basis in the public warrants exercised, and the exercise price of such public warrants. It is unclear whether a U.S. Holder's holding period for the shares of Common Shares would commence on the date of exercise of the public warrant or the day following the date of exercise of the public warrant; in either case, the holding period will not include the period during which the U.S. Holder held the public warrant.
Due to the absence of authority on the U.S. federal income tax treatment of a cashless exercise, including when a U.S. Holder's holding period would commence with respect to the shares of Common Shares received, there can be no assurance as to which, if any, of the alternative tax consequences and holding periods described above would be adopted by the IRS or a court of law. Accordingly, U.S. Holders are urged to consult their tax advisors regarding the tax consequences of a cashless exercise.

If the Company redeems public warrants for cash or if the Company purchases public warrants in an open market transaction, such redemption or purchase generally will be treated as a taxable disposition to the U.S. Holder, taxed as described above under the heading "- *Tax Consequences of Ownership and Disposition of Common Shares and Public Warrants - Sale, Taxable Exchange or Other Taxable Disposition of Common Shares and Public Warrants*."

Adjustment to Exercise Price

Under Section 305 of the Code, if certain adjustments are made (or not made) to the number of shares to be issued upon the exercise of a public warrant or to the public warrant's exercise price, a U.S. Holder may be deemed to have received a constructive distribution with respect to the warrant, which could result in adverse consequences for the U.S. Holder, including the inclusion of dividend income (with the consequences generally as described above under the heading "- *Tax Consequences of Ownership and Disposition of Common Shares and Public Warrants - Dividends and Other Distributions on Common Shares*"). The rules governing constructive distributions as a result of certain adjustments with respect to a public warrant are complex, and U.S. Holders are urged to consult their tax advisors on the tax consequences any such constructive distribution with respect to a public warrant.

Passive Foreign Investment Company Rules

The treatment of U.S. Holders of Common Shares and public warrants could be materially different from that described above if the Company is treated as a PFIC for U.S. federal income tax purposes.

If the Company is a PFIC for any taxable year, U.S. Holders of Common Shares or public warrants may be subject to adverse U.S. federal income tax consequences with respect to dispositions of, and distributions with respect to Common Shares, and may be subject to additional reporting requirements.

A non-U.S. corporation will be classified as a PFIC for U.S. federal income tax purposes if either (i) at least 75% of its gross income in a taxable year, including its pro rata share of the gross income of any corporation in which it is considered to own at least 25% of the shares by value, is passive income, or the Income Test or (ii) at least 50% of its assets in a taxable year (ordinarily determined based on fair market value and averaged quarterly over the year), including its pro rata share of the assets of any corporation in which it is considered to own at least 25% of the shares by value, are held for the production of, or produce, passive income, or the Asset Test. Passive income generally includes dividends, interest, rents and royalties (other than rents or royalties derived from the active conduct of a trade or business) and gains from the disposition of passive assets.

Based on our initial assessment, we do not believe that the Company was classified as a PFIC for U.S. federal income tax purposes for the taxable year ending December 31, 2025. However, the application of the PFIC rules is subject to uncertainty in several respects, and we cannot assure you that the IRS will not take a contrary position. Furthermore, whether the Company is classified as a PFIC is a factual determination that must be made annually after the close of each taxable year. Accordingly, there can be no assurance with respect to the Company's status as a PFIC for the current or any future taxable year. Although PFIC status is generally determined annually, if the Company is determined to be a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U.S. Holder of Common Shares and the U.S. Holder did not make either a qualifying electing fund, or QEF, election or a mark-to-market election, or collectively, the PFIC Elections, for the first taxable year of the Company in which it was treated as a PFIC, and in which the U.S. Holder held (or was deemed to hold) such shares, or such U.S. Holder does not otherwise make an applicable purging election described below, such U.S. Holder generally will be subject to special and adverse rules with respect to (i) any gain recognized by the U.S. Holder on the sale or other disposition of its Common Shares and (ii) any "excess distribution" made to the U.S. Holder (generally, any distributions to such U.S. Holder during a taxable year of the U.S. Holder that are greater than 125% of the average annual distributions received by such U.S. Holder in respect of the Common Shares during the three preceding taxable years of such U.S. Holder or, if shorter, such U.S. Holder's holding period for the Common Shares).

Under these rules:

- the U.S. Holder's gain or excess distribution will be allocated ratably over the U.S. Holder's holding period for the Common Shares;
- the amount allocated to the U.S. Holder's taxable year in which the U.S. Holder recognized the gain or received the excess distribution, and to any period in the U.S. Holder's holding period before the first day of the Company's first taxable year in which the Company is a PFIC, will be taxed as ordinary income;
- the amount allocated to other taxable years (or portions thereof) of the U.S. Holder and included in its holding period will be taxed at the highest tax rate in effect for that year and applicable to the U.S. Holder; and
- an additional tax equal to the interest charge generally applicable to underpayments of tax will be imposed on the U.S. Holder with respect to the tax attributable to each such other taxable year of the U.S. Holder.

PFIC Elections

In general, if the Company is determined to be a PFIC, a U.S. Holder may avoid the adverse PFIC tax consequences described above in respect of Common Shares by making and maintaining a timely and valid QEF election (if eligible to do so) to include in income its pro rata share of the Company's net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed, in the first taxable year of the U.S. Holder in which or with which the Company's taxable year ends and each subsequent taxable year. A U.S. Holder generally may make a separate election to defer the payment of taxes on undistributed income inclusions under the QEF rules, but if deferred, any such taxes will be subject to an interest charge.

In order to comply with the requirements of a QEF election, a U.S. Holder must receive a PFIC Annual Information Statement from us. If the Company determines that it is a PFIC, the Company intends to provide the information necessary for U.S. Holders to make or maintain a QEF election, including information necessary to determine the appropriate income inclusion amounts for purposes of the QEF election. However, there is also no assurance that the Company will have timely knowledge of its status as a PFIC in the future or of the required information to be provided.

Alternatively, if the Company is a PFIC and Common Shares constitute "marketable stock," a U.S. Holder may avoid the adverse PFIC tax consequences discussed above if such U.S. Holder makes a mark-to-market election with respect to such shares for the first taxable year in which it holds (or is deemed to hold) Common Shares and each subsequent taxable year. Such U.S. Holder generally will include for each of its taxable years as ordinary income the excess, if any, of the fair market value of its Common Shares at the end of such year over its adjusted basis in its Common Shares. The U.S. Holder also will recognize an ordinary loss in respect of the excess, if any, of its adjusted basis of its Common Shares over the fair market value of its Common Shares at the end of its taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). The U.S. Holder's basis in its Common Shares will be adjusted to reflect any such income or loss amounts, and any further gain recognized on a sale or other taxable disposition of its Common Shares will be treated as ordinary income. Currently, a mark-to-market election may not be made with respect to public warrants.

The mark-to-market election is available only for "marketable stock," generally, stock that is regularly traded on a national securities exchange that is registered with the SEC, including the Nasdaq (on which Common Shares are currently listed), or on a foreign exchange or market that the IRS determines has rules sufficient to ensure that the market price represents a legitimate and sound fair market value. If made, a mark-to-market election would be effective for the taxable year for which the election was made and for all subsequent taxable years unless the Common Shares cease to qualify as "marketable stock" for purposes of the PFIC rules or the IRS consents to the revocation of the election. U.S. Holders are urged to consult their tax advisors regarding the availability and tax consequences of a mark-to-market election with respect to Common Shares under their particular circumstances.

The application of the PFIC rules to public warrants is unclear. A proposed Treasury Regulation issued under these rules generally treats an "option" (which would include a public warrant) to acquire the stock of a PFIC as stock of the PFIC, while a final Treasury Regulation issued under these rules provides that the holder of an option is not entitled make the PFIC Elections. Another proposed Treasury Regulation provides that for purposes of the PFIC rules, stock acquired upon the exercise of an option will be deemed to have a holding period that includes the period the U.S. Holder held the public warrants. As a result, if the proposed Treasury Regulations were to apply, and a U.S. Holder were to sell or otherwise dispose of such public warrants (other than upon exercise of such public warrants for cash) and the Company was a PFIC at any time during the U.S. Holder's holding period of such public warrants, any gain recognized generally would be treated as an excess distribution, taxed as described above. If a U.S. Holder that exercises such public warrants properly makes and maintains a QEF election with respect to the newly acquired Common Shares (or has previously made a QEF election with respect to Common Shares), the QEF election will apply to the newly acquired Common Shares. Notwithstanding such QEF election, if the proposed Treasury Regulations were to apply, the adverse tax consequences relating to PFIC shares, adjusted to take into account the current income inclusions resulting from the QEF election, would continue to apply with respect to such newly acquired Common Shares (which generally will be deemed to have a holding period for purposes of the PFIC rules that includes the period the U.S. Holder held the public warrants), unless the U.S. Holder makes a purging election under the PFIC rules described in the following paragraph.

If the Company is treated as a PFIC and a U.S. Holder failed or was unable to timely make a PFIC Election for prior periods, a U.S. Holder might seek make a purging election to rid the Common Shares of the PFIC taint. A purging election might be desirable if, for example, a U.S. Holder misses the deadline for filing a QEF election for a prior period, or if the Common Shares were acquired through the exercise of public warrants with a holding period that includes the period the warrants were held, either as a result of the application of the proposed Treasury Regulations, or because the Common Shares are acquired through a cashless exercise that is treated as a recapitalization. Under one type of purging election, the U.S. Holder will be deemed to have sold such shares at their fair market value and any gain recognized on such deemed sale will be treated as an excess distribution, as described above. Under another type of purging election, the Company will be deemed to have made a distribution to the U.S. Holder of such U.S. Holder's pro rata share of the Company's earnings and profits as determined for U.S. federal income tax purposes. In order for the U.S. Holder to make the second election, the Company must also be determined to be a "controlled foreign corporation" as defined by the Code (which is not currently expected to be the case). As a result of either purging election, the U.S. Holder will have a new basis and holding period in the Common Shares acquired upon the exercise of the public warrants solely for purposes of the PFIC rules.

The QEF election is made on a shareholder-by-shareholder basis and, once made, can be revoked only with the consent of the IRS. A U.S. Holder generally makes a QEF election by attaching a completed IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund), including the information provided in a PFIC Annual Information Statement, to a timely filed U.S. federal income tax return for the tax year to which the election relates. Retroactive QEF elections generally may be made only by filing a protective statement with such return and if certain other conditions are met or with the consent of the IRS. U.S. Holders are urged to consult their tax advisors regarding the availability and tax consequences of a retroactive QEF election under their particular circumstances.

Related PFIC Rules

If the Company is a PFIC and, at any time, has a foreign subsidiary that is classified as a PFIC, a U.S. Holder generally would be deemed to own a proportionate amount of the shares of such lower-tier PFIC, and generally could incur liability for the deferred tax and interest charge described above if the Company receives a distribution from, or disposes of all or part of its interest in, the lower-tier PFIC, or the U.S. Holder otherwise was deemed to have disposed of an interest in the lower-tier PFIC. In certain circumstances, a U.S. Holder may make a QEF election with respect to any lower-tier PFIC.

A U.S. Holder that owns (or is deemed to own) shares in a PFIC during any taxable year of the U.S. Holder, may have to file an IRS Form 8621 (whether or not a QEF or mark-to-market election is made) and to provide such other information as may be required by the U.S. Treasury Department. Failure to do so, if required, will extend the statute of limitations applicable to such U.S. Holder until such required information is furnished to the IRS.

The rules dealing with PFICs and with the QEF and mark-to-market elections are very complex and are affected by various factors in addition to those described above. Accordingly, U.S. Holders of Common Shares and public warrants are urged to consult their own tax advisors concerning the application of the PFIC rules to the Company's securities under their particular circumstances.

Information Reporting and Backup Withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries are subject to information reporting, and may be subject to backup withholding, unless (i) the U.S. Holder is a corporation or other exempt recipient or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding.

The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the holder's U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the IRS.

The U.S. federal income tax discussion set forth above is included for general information only and may not be applicable to you depending upon your particular situation. You are urged to consult your own tax advisor with respect to the tax consequences to you of the ownership and disposition of our Common Shares and public warrants including the tax consequences under state, local, estate, foreign and other tax laws and tax treaties and the possible effects of changes in U.S. or other tax laws.

Material Canadian Federal Income Tax Considerations

The following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations pursuant to the *Income Tax Act* (Canada) and the regulations thereunder, (the "Tax Act") that generally apply to the acquisition, holding and disposition of Common Shares and public warrants by a person who is neither resident nor deemed to be resident in Canada for purposes of the Tax Act and acquires a beneficial interest in Common Shares or public warrants (a "Non-Resident Holder").

This summary applies only to a Non-Resident Holder who, at all relevant times, for purposes of the Tax Act:

- holds Common Shares and/or public warrants as capital property;
- does not, and is not deemed to, use or hold Common Shares or public warrants in the course of carrying on a business in Canada; and
- deals at arm's length and is not affiliated with us.

Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer that carries on an insurance business in Canada and elsewhere or an "authorized foreign bank" (as defined in the Tax Act).

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals") and an understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "CRA") made publicly available prior to the date hereof. This summary assumes the Tax Proposals will be enacted in the form proposed, however, no assurance can be given that the Tax Proposals will be enacted in the form proposed, or at all. Except for the Tax Proposals, this summary does not take into account or anticipate any changes in law or administrative policies or assessing practices of the CRA, whether by legislative, governmental or judicial action, nor does it take into account other federal or any provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from those discussed herein.

Generally, for the purposes of the Tax Act, all amounts relating to the acquisition, holding and disposition of Common Shares and public warrants (including dividends, adjusted cost base and proceeds of disposition) must be expressed in Canadian dollars. Amounts denominated in U.S. dollars must be converted into Canadian dollars using the applicable rate of exchange (for the purposes of the Tax Act) quoted by the Bank of Canada on the date such amounts arose, or such other rate of exchange as is acceptable to the CRA.

This summary is not exhaustive of all possible Canadian federal income tax considerations that apply to an investment in Common Shares and public warrants. Moreover, the income and other tax consequences of acquiring, holding or disposing of Common Shares or public warrants will vary depending on an investor's particular circumstances. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any investor. Consequently, investors should consult their own tax advisors for advice with respect to the income tax consequences of an investment in Common Shares and public warrants based on their particular circumstances.

Adjusted Cost Base of Common Shares

The adjusted cost base to a Non-Resident Holder of a Common Share acquired will be determined by averaging the cost of that Common Share with the adjusted cost base (determined immediately before the acquisition of the Common Share) of all other Common Shares held as capital property by the Non-Resident Holder immediately prior to such acquisition.

Exercise of Public Warrants

No gain or loss will be realized by a Non-Resident Holder upon the exercise of a public warrant to acquire a Common Share. A Non-Resident Holder's cost of a Common Share so acquired will equal the aggregate of such Non-Resident Holder's adjusted cost base of the public warrant exercised plus the exercise price paid for such Common Share. The Non-Resident Holder's adjusted cost base of such Common Share will be determined by averaging the cost of the Common Share with the adjusted cost base (determined immediately before the acquisition of the Common Share) of all other Common Shares held as capital property by such Non-Resident Holder immediately prior to such acquisition.

Dividends on Common Shares

Every Non-Resident Holder is liable to pay a Canadian withholding tax on every dividend that is or is deemed to be paid or credited to the Non-Resident Holder on the Non-Resident Holder's Common Shares. The statutory rate of withholding tax is 25% of the gross amount of the dividend paid. Generally, the Canada - United States Tax Convention (1980), as amended (the "Treaty") reduces the statutory rate with respect to dividends that are or are deemed to be paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the Treaty, the beneficial owner of such dividends, and entitled to benefits under the Treaty, to 15% of the gross amount of the dividend. The Company is required to withhold the applicable tax from dividends that are or are deemed to be paid or credited to the Non-Resident Holder, and to remit the tax to the Receiver General of Canada for the account of the Non-Resident Holder.

Dispositions of Common Shares and Public Warrants

A Non-Resident Holder will not be subject to tax under the Tax Act on any capital gain realized on a disposition or deemed disposition of Common Shares (other than a disposition to us, which may result in a deemed dividend, unless purchased by us in the open market in the manner in which Common Shares are normally purchased by any member of the public in the open market, in which case other considerations may arise) or public warrants, unless the Common Shares or public warrants (as applicable) are "taxable Canadian property" of the Non-Resident Holder for purposes of the Tax Act and the Non-Resident Holder is not entitled to relief under the Treaty or any other applicable income tax treaty or convention.

Generally, the Common Shares and public warrants will not constitute "taxable Canadian property" of a Non-Resident Holder for purposes of the Tax Act at a particular time provided that the Common Shares are listed at that time on a "designated stock exchange" for purposes of the Tax Act (which currently includes the Nasdaq), unless, at any particular time during the 60-month period that ends at that time, both of the following are true:

1. (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder does not deal at arm's length (for the purposes of the Tax Act), (c) partnerships in which the Non-Resident Holder or a person described in (b) holds an interest directly or indirectly through one or more partnerships, or (d) any combination of persons or partnerships described in (a) to (c), owned 25% or more of the issued shares of any class or series of our capital stock; and

2. more than 50% of the fair market value of the Common Shares was derived directly or indirectly from one or any combination of: (a) real or immovable properties situated in Canada; (b) "Canadian resource properties" (as defined in the Tax Act); (c) "timber resource properties" (as defined in the Tax Act); and (d) options in respect of, or interests in, or for civil law rights in, any of the foregoing property, whether or not the property exists.

NOTWITHSTANDING THE FOREGOING, IN CERTAIN CIRCUMSTANCES SET OUT IN THE TAX ACT, COMMON SHARES AND PUBLIC WARRANTS MAY CONSTITUTE DEEMED TO BE TAXABLE CANADIAN PROPERTY. NON-RESIDENT HOLDERS WHOSE COMMON SHARES OR PUBLIC WARRANTS MAY CONSTITUTE TAXABLE CANADIAN PROPERTY SHOULD CONSULT THEIR OWN TAX ADVISORS.

Exhibit 19

INSIDER TRADING POLICY

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TMC THE METALS COMPANY INC.

Insider Trading Policy

TMC the metals company Inc. (the "Company") has adopted the following policy regarding trading by Company personnel (including contractors) in the Company's securities (the "Insider Trading Policy," or this "Policy"). This Policy applies to *all* Company personnel, including directors, officers, employees and consultants of the Company and its subsidiaries. This Policy also applies to certain family members, other members of a person's household and entities controlled by Company personnel, as described in Section IV below.

I. The Need for an Insider Trading Policy

This Policy has been developed:

- to educate all Company personnel as to the federal securities laws and the rules of the Securities and Exchange Commission (the "SEC") and other applicable jurisdictions on insider trading in public company securities;
- to set forth requirements that apply to Company personnel and other persons covered by this Policy who seek to trade in the Company's securities;
- to protect the Company and its personnel from legal liability; and
- to preserve the reputation of the Company and its personnel for integrity and ethical conduct.

Because the Company is a public company, transactions in the Company's securities are subject to the federal securities laws and regulations adopted by the SEC and other applicable jurisdictions. These laws and regulations make it illegal for an individual to buy or sell securities of the Company while aware of ***material non-public information***. The SEC and other applicable jurisdictions take insider trading very seriously and devotes significant resources to uncovering the activity and to prosecuting offenders. Liability may extend not only to the individuals who trade while in possession of material non-public information but also to their "tippers," people who leak material non-public information to individuals who then trade based on that information. The Company and "controlling persons" of the Company may also be liable for violations by Company employees.

II. What is Material Non-Public Information?

Definition.

Material non-public information is any information (positive or negative) that:

- is not generally known to the public, and
    - which, if publicly known, would likely affect either the market price of the Company's securities or a person's decision to buy, sell or hold the Company's securities.

Examples. Common examples of information that will frequently be regarded as material include, but are not limited to:

- quarterly or annual earnings results;
- projections of future financial results;
- the gain or loss of a significant customer or supplier;
- mergers, acquisitions, tender offers, joint ventures, divestitures or other significant changes in assets;
- a company restructuring;
- significant news or developments in the Company's business and/or product development efforts;
- licenses of significant technologies;
- entry into, modification or termination of significant strategic alliances or collaborations;
- entry into agreements with significant new customers or for a significant quantity of the Company's products;
- significant transactions with officers, directors or greater than 5% shareholders;
- dividends;
- stock splits;
- management changes or changes in control;
- the public or private sale of additional securities by the Company;
- pending or threatened significant litigation, arbitrations or similar disputes;
- establishment by the Company of a program to buy the Company's own shares;
- entry into, amendment or termination of a material contract;
- the gain or loss of a significant contract, license, registration or collaboration;
- changes in or disagreements with auditors, or a notification that the auditor's reports may no longer be relied upon;
- deterioration in the Company's credit status; or
- other items that require the filing of a Current Report on Form 8-K with the SEC.

Twenty-Twenty Hindsight. In determining whether information is material, the SEC and other regulators will view the information after-the-fact with the benefit of hindsight. As a result, in determining whether any information is material, we will, and you should, carefully consider whether regulators and others might view the information as being material in hindsight, with the benefit of all relevant information that later becomes available. For example, if there is a significant change in the Company's stock price following release of certain information, that information will likely be determined to have been material when viewed with the benefit of hindsight.

In addition to addressing the relevant statutes and regulations in this area, we are adopting this Policy to avoid even the appearance of improper conduct on the part of anyone employed by or associated with the Company and certain related persons, not just members of senior management.

III. The Consequences of Insider Trading

The consequences of insider trading violations can be severe, including the following under US federal securities laws:

For individuals who trade while in possession of material non-public information (or tip information to others):

- a civil penalty of up to three times the profit gained or loss avoided;

- a criminal fine (no matter how small the profit) of up to $5 million; and
- a jail term of up to 20 years.

These penalties can apply even if the individual is not a member of the Board of Directors or an officer of the Company. Moreover, if an employee violates this Policy, he or she may also be subject to Company-imposed sanctions, including termination for cause.

For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading:

- a civil penalty of the greater of $1 million or three times the profit gained or loss avoided as a result of the employee's violation; and
- a criminal penalty of up to $25 million.

Any of the above consequences, including an SEC investigation that does not result in prosecution, can tarnish the Company's or an individual's reputation and irreparably damage a career.

IV. Our Policy

General Prohibition on Trading. Company personnel and Related Persons (as defined below in this Section IV) may not buy or sell securities of the Company while in possession of material non-public information or engage in any other action to take advantage of, or pass on to others, that information, subject to the specific exceptions noted below in this Section IV under the caption "Exceptions for Certain Transactions."

Transactions by Family Members, Others in Your Household and Entities You Control. The restrictions in this Policy also apply to (1) immediate family members who reside with you, (2) others living in your household (whether or not related to you), (3) family members who do not live in your household but whose transactions in the Company's securities are directed by you or are subject to your influence or control (e.g., parents or children who consult with you before they trade in the Company's securities) and (4) any entities that you influence or control, including any corporations, limited liability companies, partnerships or trusts (each person or entity identified in clauses (1) – (4), a "Related Person"). SEC regulations specifically provide that any material non-public information about the Company communicated to any spouse, parent, child or sibling is considered to have been communicated under a duty of trust or confidence; and that any trading in the Company's securities by such family members while they are aware of such information may, therefore, violate insider trading laws and regulations. Company personnel are expected to be responsible for the compliance of all Related Persons with this Policy. This means that, to the extent such Related Persons of Company personnel intend to trade in the Company's securities, the Related Persons need to comply with the black-out periods and all other restrictions in this Policy. Furthermore, you should not participate in any investment club (i.e., groups of people who pool their money to make investments) that may invest in the Company's securities.

Other Companies' Non-public Information. This Policy also applies with equal force to information relating to any other company, including our customers or suppliers, obtained by Company personnel during the course of their service to or employment by the Company. Specifically, no Company personnel who, in the course of work on behalf of the Company, learns of material non-public information about a company with which the Company does business may trade in the other company's securities until the information becomes public or is no longer material.

Personal or Independent Reasons Are Not Exceptions. Transactions in the Company's securities that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

Policy Administrator. This Policy shall be administered by the "Policy Administrator," who shall initially be the Chief Financial Officer, and the General Counsel shall serve as the alternate Policy Administrator. The Policy Administrator may, however, change from time to time.

When Information Becomes Public. This Policy applies to material *non-public* information about the Company, which means that trading is permitted once the information becomes known to the public (unless some other Company policy or legal obligation restricts trading at that time). Because the Company's shareholders and the investing public should be afforded time to receive and absorb information, as a general rule, you should not engage in any transactions until the beginning of the second business day after material information has been released. Thus, if an announcement is made before the market opens on a Monday, Wednesday generally would be the first day on which you may trade. If an announcement is made before the market opens on a Friday, Tuesday generally would be the first day on which you may trade. However, if the information released is complex, such as a major financing or other significant transaction, it may be necessary to allow additional time for the information to be absorbed by the investing public. In such circumstances, you will be notified by the Policy Administrator regarding a suitable waiting period before trading. In addition, we have established specified black-out periods, as described below.

Prohibited Trading Periods. While it is never permissible to trade based on material non-public information, we are implementing the following procedures to help prevent inadvertent violations of this Policy and avoid even the appearance of an improper transaction (which could result, for example, where Company personnel engage in a trade while unaware of a pending major development).

(1) Company-Wide Black-Out Periods Applicable to All Company Personnel. All Company personnel and Related Persons are prohibited from trading in any of the Company's securities during the following periods:

- from the time each such individual becomes aware of the material information (the black-out start times often vary), until the beginning of the second business day after the day the Company has made a public announcement of material information, including earnings releases, unless the information released is complex, in which case it may be necessary to extend this period and the Policy Administrator will notify you of any such extension of the black-out period; and

- during other specified periods when significant developments or announcements are anticipated, as notified by the Policy Administrator.

You will be notified by e-mail when you may not trade in the Company's securities during periods when significant developments or announcements are anticipated, in which event you will also be notified when trading restrictions are lifted. *Of course, even during periods when trading is permitted, no one, including persons or entities who do not fall within the definition of Related Persons, should trade in the Company's securities if he or she possesses material non-public information.*

(2) Additional Black-Out Periods Applicable to the Board of Directors, Senior Management, Financial Team Members and Designated Employees. In addition to being subject to the trading procedures applicable to all Company personnel (above), members of the Company's Board of Directors, Senior Management, Financial Team Members, Designated Employees (each as defined below) and Related

Persons of such individuals are also subject to additional trading procedures and restrictions during the following periods:

- the periods from the close of each fiscal quarter until the beginning of the second business day after the release of the Company's financial results for each quarter and, in the case of the fourth quarter, financial results for the year end; and

- any other periods as determined by the Company.

The following members of management constitute the "Senior Management" of the Company: all Executive (Section 16) Officers, as listed on Exhibit A hereto, which list shall be amended from time to time to reflect the then-current group of such individuals.

The following individuals constitute the "Financial Team Members" of the Company: all members of the Company's financial team, as listed on Exhibit B hereto, which list shall be amended from time to time to reflect the then-current group of such individuals.

The following individuals constitute other "Designated Employees" of the Company: certain additional members of Company personnel, as listed on Exhibit C hereto, which list shall be amended from time to time to reflect the then-current group of such individuals.

The Policy Administrator may, from time to time, amend the list of and/or designate other employees as Senior Management, Financial Team Members or Designated Employees, in which case the Policy Administrator shall notify the affected individuals.

Exceptions for Certain Transactions.

(1) Gifts. *Bona fide* gifts are not transactions that are subject to this Policy, unless the person making the gift (the donor) has reason to believe that the recipient of the gift intends to sell the Company's securities while the donor is in possession of material non-public information.

(2) Mutual Funds. Transactions in mutual funds that are invested in the Company's securities are not transactions subject to this Policy.

(3) Transactions Involving Company Equity Plans. Except as otherwise noted below, this Policy does not apply to the following transactions:

- *Stock Option Exercises.* This Policy does not apply to the exercise of an employee stock option acquired pursuant to the Company's equity plans, or to the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale of stock for the purpose of generating the cash needed to pay the exercise price and or taxes upon the exercise of an option.

- *Restricted Stock Awards and Restricted Stock Unit Awards.* This Policy does not apply to the vesting of restricted stock or restricted stock units, or the exercise of a tax withholding right pursuant to which a person elects to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock unit. This Policy does apply, however, to any market sale of restricted stock or shares received upon vesting of restricted stock units.

- *Employee Stock Purchase Plan.* This Policy does not apply to purchases of the Company's securities under any employee stock purchase plan of the Company. This Policy does apply, however, to subsequent sales or other transfers of such securities.

- *Other Transactions with the Company.* Any other purchase of the Company's securities from the Company or sales of the Company's securities to the Company are not subject to this Policy.

(4) Rule 10b5-1 Trading Plans. Notwithstanding the restrictions and prohibitions on trading in the Company's securities set forth in this Policy, persons subject to this Policy are permitted to effect transactions in the Company's securities pursuant to approved trading plans established under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended ("Trading Plans"), which may include transactions during the prohibited periods discussed above. Rule 10b5-1 requires that these transactions be made pursuant to a plan that was established while the person was not in possession of material non-public information, and the SEC requires that these plans not be entered into during any applicable Company-imposed black-out period. In order to comply with this Policy, the Company must pre-approve any such Trading Plan prior to its effectiveness. After a Trading Plan is approved, you must wait for a cooling-off period before the first trade is made under the Trading Plan, the length of which will be determined by the Policy Administrator. Once the Trading Plan is adopted, you must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the dates of the trades. The Trading Plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party. Any modification of a Trading Plan is the equivalent of entering into a new Trading Plan and cancelling the old Trading Plan. Company personnel seeking to establish, modify or cancel a Trading Plan should contact the Policy Administrator.

Pre-Clearance of All Acquisitions, Sales and Other Transfers by Certain Company Personnel. In order to ensure compliance with this Policy and with any Section 16 reporting requirements, all transactions in the Company's securities (including acquisitions, sales, gifts and other transfers, whether or not for value), including the execution of Trading Plans, by members of the Company's Board of Directors, Senior Management, Financial Team Members, Designated Employees and Related Persons, must be pre-cleared by the Policy Administrator. If you are a member of one of the groups listed above and you contemplate a transaction in the Company's securities, you must contact the Policy Administrator or other designated individual prior to executing the transaction. The Policy Administrator will use his or her reasonable best efforts to provide approval or disapproval within two business days. You must wait until receiving pre-clearance to execute the transaction. Neither the Company nor the Policy Administrator shall be liable for any delays that may occur due to the pre-clearance process. If the transaction is pre-cleared by the Policy Administrator, it must be executed by the end of the second business day after receipt of pre-clearance. Notwithstanding receipt of pre-clearance of a transaction, if you become aware of material non-public information about the Company after receiving the pre-clearance but prior to the execution of the transaction, you may not execute the transaction. The responsibility for determining whether you are in possession of material non-public information rests with you, as discussed below in Section V. If you are a Section 16 reporting person, promptly following execution of the transaction, but in no event later than the end of the first business day after the execution of the transaction, you must notify the Policy Administrator and provide details regarding the transaction sufficient to complete the required Section 16 filing.

Employees of the Company who are not Directors, members of Senior Management, Financial Team Members or Designated Employees may, but are not required to, pre-clear transactions in the Company's securities in the same manner as set forth above. Such employees are not required to notify the Policy Administrator following execution of the transaction.

Please note that pre-clearance does not provide Company personnel with immunity from investigation or suit, for which it is the responsibility of the individual to comply with the federal securities regulations and securities regulations of any other applicable jurisdiction.

V. Individual Responsibility

Persons subject to this Policy have ethical and legal obligations to maintain the confidentiality of information about the Company and to refrain from engaging in transactions in the Company's securities while in possession of material non-public information. Each individual is responsible for making sure that he or she complies with this Policy, and that any Related Person, whose transactions are subject to this Policy, also comply with this Policy. In all cases, the responsibility for determining whether an individual is in possession of material non-public information rests with that individual, and any action on the part of the Company, the Policy Administrator or any other employee or director pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. You may be subject to legal penalties and disciplinary action by law enforcement officials and/or the Company for any conduct prohibited by this Policy or applicable securities laws, as described in Section III above.

Tipping Information to Others. Company personnel must not disclose non-public information about the Company to others outside the Company who do not have an obligation to maintain the confidentiality of such information. If the outsider trades on such information, penalties for insider trading may apply in these situations whether or not you derive any monetary benefit from the other person's trading activities. Material non-public information is sometimes inadvertently disclosed or overheard in casual, social conversations. Please take care to avoid such disclosures.

Prevention of Insider Trading by Others. If you become aware of a potential insider trading violation, you must immediately advise our Policy Administrator and/or report the matter using the Company's anonymous whistleblower reporting procedures. You should also take steps, where appropriate, to prevent persons under your supervision and/or control from using material non-public information for trading purposes. Moreover, Company-imposed sanctions, including termination for cause, could result if an employee fails to comply with this Policy.

Confidentiality. Serious problems could be caused for the Company by the unauthorized disclosure of internal information about the Company, whether or not for the purpose of facilitating improper trading in the Company's securities. Company personnel should not discuss internal Company matters or developments (whether or not you think such information is material) with anyone outside of the Company (including, but not limited to, family, friends, business associates, investors and expert consulting firms), except as required in the performance of regular corporate duties. This prohibition applies specifically (but not exclusively) to inquiries about the Company that may be made by the financial press, investment analysts or others in the financial community and also includes posting material non-public information on any social media outlets such as Facebook, Twitter, etc. It is important that all such communications on behalf of the Company be made only through an authorized officer under carefully controlled circumstances. Unless you are expressly authorized to the contrary, if you receive any inquiries of this nature, you should decline comment and refer the inquirer to the General Counsel and Corporate Secretary. Please review the Company's separate Regulation FD Policy, which governs all public communications with people outside the Company.

VI. Additional Prohibited Transactions

Because we believe it is generally improper and inappropriate for Company personnel to engage in short-term or speculative transactions involving the Company's securities, it is our general policy that Company personnel and Related Persons not engage in any of the following activities:

- trading in the Company's securities on a short-term basis. Any shares of Company common stock purchased in the open market must be held for a minimum of six months and ideally longer;
- purchasing of financial instruments (including prepaid variable forward contracts, equity swaps, puts, calls, straddles, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of the Company's equity securities and entering into other transactions with the same economic effect, including short sales;
- borrowing or other arrangements involving pledge of securities; and
- selling a security future that establishes a position that increases in value as the value of the underlying equity security decreases.

VII. Post-Termination Transactions

This Policy will no longer apply after termination of service to the Company. However, if an individual is in possession of material non-public information when his or her service terminates, that individual may not trade in the Company's securities until that information has become public or is no longer material, and it would be prudent for the individual, if he or she is subject to a black-out period upon termination of service, to refrain from trading until those restrictions no longer apply to Company personnel.

VIII. Company Assistance

Any person who has any questions about specific transactions or this Policy in general may obtain additional guidance or request a waiver from the Policy Administrator. Remember, however, the ultimate responsibility for adhering to this Policy and avoiding improper transactions rests with you. In this regard, please use your best judgment when considering a transaction in the Company's securities.

IX. Certifications

As a condition to employment, all employees will be required to certify their understanding of and intent to comply with this Policy. Members of the Board of Directors, Senior Management and other personnel may be required to certify compliance on an annual basis.

Exhibit 21.1

Subsidiaries of Registrant

Subsidiary	State or Country of Organization	Percentage Ownership
DeepGreen Engineering Pte. Ltd.	Singapore	100%
DeepGreen Metals ULC	Canada	100%
The Metals Company USA, LLC	United States	100%
DeepGreen TOML Holding 1 Ltd.	British Virgin Islands	100%
DeepGreen TOML Holding 2 Ltd.	British Virgin Islands	100%
DeepGreen TOML Singapore Ltd.	Singapore	100%
Koloa Moana Resources Ltd.	Canada	100%
Nauru Ocean Resources Inc.	Republic of Nauru	100%
Offshore Minerals Pty. Ltd.	Australia	100%
The Metals Company Australia Pty Ltd	Australia	100%
TMC The Metals Company UK Limited	United Kingdom	100%
Tonga Offshore Mining Limited	Kingdom of Tonga	100%
Seafloor Mineral Ventures	Indonesia	100%

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements on Form S-3 (Registration Nos. 333-260126, 333-267479 and 333-275822) and the Registration Statements on Form S-8 (Registration Nos. 333-261221, 333-265318, 333-265319, 333-270875,333-270876,333-278222, 333-278223, 333-286191, 333-286192 and 333-289993) of TMC the metals company Inc. of our report dated March 31, 2026, with respect to the consolidated financial statements of TMC the metals company Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2025.

/s/ Ernst & Young LLP
Chartered Professional Accountants

Vancouver, Canada
March 31, 2026

Exhibit 31.1

CERTIFICATIONS UNDER SECTION 302

I, Gerard Barron, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2025 of TMC the metals company Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2026

/s/ Gerard Barron
Gerard Barron
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS UNDER SECTION 302

I, Craig Shesky, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2025 of TMC the metals company Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2026

/s/ Craig Shesky
Craig Shesky
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32

CERTIFICATIONS UNDER SECTION 906

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of TMC the metals company Inc., a British Columbia, Canada corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2025 (the "Form 10-K") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 31, 2026

/s/ Gerard Barron
Gerard Barron
Chief Executive Officer
(Principal Executive Officer)

Dated: March 31, 2026

/s/ Craig Shesky
Craig Shesky
Chief Financial Officer
(Principal Financial and Accounting Officer)

Corporate Information

BOARD OF DIRECTORS

Gerard Barron, Chairman
Chief Executive Officer of TMC the metals company Inc.

Andrew Greig, Lead Independent Director
Founder and Senior Director of ACAC Innovation Pty Ltd

Stephen Jurvetson, Vice Chairman
Co-founder of Future Ventures

Andrew Hall
Managing Director of Saxjo Advisory Services

Andrei Karkar
Chief Executive Officer of ERAS Capital LLC

Sheila Khama
Independent Non-Executive Director of Listed Companies

Christian Madsbjerg
Co-founder of Human Activity Research Laboratory

Michael Hess
Chief Investment Officer of Hess Capital

Brendan May
Chairman and Founder of Robertsbridge

Alex Spiro
Partner at Quinn Emanuel Urquhart & Sullivan LLP

EXECUTIVE OFFICERS

Gerard Barron
Chief Executive Officer and Chairman

Craig Shesky
Chief Financial Officer

Erika Ilves
Chief Strategy Officer

REGISTERED OFFICE

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

Internet Website
www.metals.co

Legal Counsel
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
Boston, Massachusetts

Canadian Legal Counsel
Fasken Martineau DuMoulin LLP
Vancouver, British Columbia

Independent Registered Public Accounting Firm
Ernst & Young LLP
Vancouver, Canada

Share and Public Warrant Listing
Our common shares and public warrants are traded on the Nasdaq Global Select Market under the symbol TMC and TMCWW, respectively. On April 16, 2026, the closing price of our common shares was $5.16 per share and of our public warrants was $0.41.

Investor Information
You may obtain a copy of any of the exhibits to our Annual Report on Form 10-K free of charge. These documents are available on our website at www.metals.co or by contacting our Investor Relations department at investors@metals.co. Requests for information about TMC the metals company Inc. should be directed to our Investor Relations department.

2026 Annual and Special Meeting
Our 2025 Annual Meeting of Shareholders will be held on Thursday, May 28, 2026, at 10:00 a.m. EDT, via live webcast available at the following URL: https://www.cstproxy.com/metals/2026

Transfer Agent and Registrar
Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004-1561
For shareholders: (800) 509-5586

the metals company

metals.co