

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Karkar Andrei</u> <hr/> (Last) (First) (Middle) <u>C/O TMC THE METALS COMPANY INC.,</u> <u>595 HOWE STREET, 10TH FLOOR</u> <hr/> (Street) <u>VANCOUVER A1 V6C 2T5</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TMC the metals Co Inc. [ TMC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/16/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	08/16/2023		A		500,000 <sup>(1)</sup>	A	\$2 <sup>(1)</sup>	56,453,495	I	ERAS Capital LLC <sup>(2)</sup>
Common Shares								76,059	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class A Warrants (right to buy)	\$3	08/16/2023		A		250,000		08/16/2023	12/31/2027	Common Shares	250,000	(1)	250,000	I	ERAS Capital LLC <sup>(2)</sup>

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

**Explanation of Responses:**

- Each common share was purchased together with an accompanying Class A warrant to purchase 0.5 of a common share in a registered direct offering directly from the issuer in accordance with Rule 16b-3(d) of the Securities Exchange Act of 1934, as amended, at a combined offering price of \$2.00 per common share and accompanying warrant. The Reporting Person has also agreed to purchase an additional 4,500,000 common shares and 2,250,000 Class A warrants in two closings on or before January 31, 2024.
- The securities are held directly by ERAS Capital LLC ("ERAS"). Andrei Karkar is the managing member of ERAS and shares voting and dispositive power over and may be deemed to beneficially own such securities held by ERAS. Andrei Karkar disclaims beneficial ownership over any securities owned by ERAS other than to the extent of any pecuniary interest he may have therein.

/s/ Jeffrey Cohan, Attorney-in-Fact      08/18/2023

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**