

Risk Factors Comparison 2024-03-25 to 2023-03-27 Form: 10-K

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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 the 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, 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.
- **There can be no assurance that the Environmental Impact Assessment Post Collector Test will be successful.**
- We may become subject to environmental liabilities as a result of noncompliance or newly imposed regulations.
- 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.
- We may experience difficulty in creating market acceptance for a novel manganese product.
- Negative perceptions related to the collection of polymetallic nodules could have a material adverse effect on our business.
- Offshore nodule collection, shipping 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, 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.
- 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 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 subject to a variety of risks, some of which may not be covered by our future or existing insurance policies.
- 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.
- 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.
- ~~Pandemics, including COVID-19, could have an adverse effect on our business.~~
- We may issue additional ~~common~~ **Common shares Shares** or other equity securities without shareholder approval, which would dilute your ownership interests and may depress the market price of our ~~common~~ **Common shares Shares** and sales of a substantial amount of our ~~common~~ **Common shares Shares** may cause the price of our ~~common~~ **Common shares Shares** to fall.
- 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.
- 39 • ~~We have identified material weaknesses in our internal control over financial reporting. If we are unable to develop and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our business and operating results and the value of our common shares.~~
- ~~We may face litigation and other risks as a result of the material weaknesses in our internal control over financial reporting.~~
- We are involved in class action **and securities** litigation that may adversely affect us, and we may not be successful in our litigation related to non- performing Private Investment in Public Equity (“PIPE”) investors.
- Our business is capital intensive, and we will be required to raise

additional funds in the future in order to accomplish our objectives. • 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. • An active trading market for our ~~common~~ **Common Shares** and warrants may not be sustained, which would adversely affect the liquidity and price of our securities. • There can be no assurance that we will be able to comply with the continued listing standards of Nasdaq. • We **have identified material weaknesses in our internal control over financial reporting. If we are unable to develop and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our business and operating results and the value of our common shares and we may face litigation as a result thereof.** • We are exposed to risks in our international 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-461**. 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. On March 4, 2023 the United Nations finalized 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 rights granted by the Convention. 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. Moreover, 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 approval and adoption by the ISA. ~~The ISA was intending to have these regulations finalized by July 2020, but the COVID-19 pandemic disrupted ISA meetings and discussions.~~ Once adopted, these regulations will ~~create~~ **add to** the legal and technical framework for exploitation of the polymetallic nodules in the NORI, TOML and Marawa contract areas. Section 1, paragraph 15 of the 1994 Agreement relating to the Implementation of Part XI of UNCLOS 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 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 (“ RRP s ” 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 RRP s for exploitation by July 9, 2023. The ISA, however, did not adopt regulations and procedures necessary to facilitate the RRP s approval of plans of work for exploitation in by the July 9, 2023 deadline. At its July 2023 session, a member State submitted a position paper to the ISA released a road map urging that the deadline to adopt the exploitation regulations be extended for a period the finalization of 15 years the Mining Code, with a view to its adoption during the 30th session of the ISA in 2025, with the potential for earlier adoption during the 29th session of the ISA in 2024 if the Mining Code is ready for adoption by that time. The road map includes three scheduled ISA Council meetings through July 2024 to elaborate the Mining Code.** Although we believe that the notice submitted by Nauru to the ISA has increased the likelihood that exploitation regulations and any necessary rules, regulations and procedures to facilitate the approval of a plan of work for exploitation will be adopted ~~adopt the Mining Code by mid-2023,~~ there can be no assurances that the **adoption of Mining Code will be adopted within these timelines, regulations will not be delayed or halted/paused at all,** as a result of the actions of ISA member States **or otherwise.** ~~If~~ **For example, 21 ISA member States out of the 169 ISA members have expressed reservations about the 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 are at an advanced stage, 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 has did not completed- complete the adoption and elaboration of such regulations within the Mining Code by the prescribed time and deadline of July 9, 2023, pursuant to Section 1, Paragraph 15 (c) of the Annex to the 1994 Agreement relating to the implementation of Part XI of UNCLOS, if an application for approval of a plan of work for exploitation is pending, now submitted to the ISA shall, the ISA is nonetheless required to 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 1994 Agreement relating to the Implementation of Part XI, including the principle of non- discrimination among contractors.** ~~47~~ **NORI intends to submit an application to the ISA for an exploitation contract, which will include a plan of work for exploitation for NORI Area D following the conclusion of the July 2024 meeting of the ISA ’ s 29th session. If the ISA has not adopted the final Mining Code by the time NORI submits this application, we believe that the ISA will review and provisionally approve the plan of work for exploitation included therein pursuant to Section 1, Paragraph 15 (c) of the Annex to the 1994 Agreement relating to the implementation of Part XI of UNCLOS discussed above. The ISA released its road map to finalize the Mining Code at its July 2023 session, however, it also stated that the commercial exploitation of mineral resources in the ISA ’ s jurisdictional area should not be carried out in the absence of RRP s relating to exploitation. In addition, There- there can be no assurances that the ISA will come to a consensus as to the interpretation of Section 1, Paragraph 15 (c) of the Annex to the 1994 Agreement relating to the implementation of Part XI of UNCLOS. Although we believe the ISA will accept and consider an application for a plan of work for exploitation in the absence of the final Mining Code, there is no consensus within the ISA as to the process to be followed for its consideration of such an application, including the involvement of the ISA ’ s Legal and Technical Commission and whether and how long the ISA could delay its consideration of an application past the proscribed 60- day period. As a result, and in light of some ISA members States calling for a ban, moratorium or precautionary pause on the commercialization of seafloor mineral resources, there** can be no assurance that the ISA will

provisionally approve our plan **of work for exploitation, within one year from submission thereof, or at all,** or that such provisional approval would lead to the issuance of an exploitation contract **by with** the ISA. ~~40~~ We expect the final regulations (“Final Regulations”) to be approved in the second half of 2023, but there can be no assurance that such regulations will be approved then, or at all. The Draft Regulations and several supporting standards and guidelines are at an advanced stage, 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 our ability to meet our objectives. The collection of polymetallic nodules within the CCZ, where our exploration areas are located, will require approval of an ISA Exploitation Contract (which will authorize commercial collection activities). As part of the application for an ISA Exploitation Contract, all contractors are required to complete baseline studies and an ESIA, culminating in an EIS, prior to collecting nodules at a commercial scale. The EIS would be accompanied by an ~~Environmental Management and Monitoring Plan (“EMMP which”).~~ The EMMP 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 our exploration projects into commercial production, our wholly- owned subsidiaries, NORI and TOML will each need to **obtain conclude** an **exploitation contract with the** ISA Exploitation Contract, as will our partner, Marawa, in addition to **obtaining** related permits that may be required by our commercial partners. There can be no assurance that the ISA will **approve our evaluate any** Exploitation Contract application **by 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 applications (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 ~~ISA Exploitation exploitation Contract contract~~ may not be granted by the ISA, may not be granted on a timely basis, thereby delaying our potential timeline for commercial exploitation, or may be granted on uneconomic terms. Similarly, with respect to ~~Sponsoring 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 sponsorship Agreements agreements~~ between our subsidiaries NORI and TOML and each of their host Sponsoring ~~nations States~~, Tonga and Nauru, respectively. Each subsidiary has been registered and incorporated within such host nation and each ~~host~~ nation has maintained effective control, supervision, regulation, and sponsorship over the conduct of such subsidiary. While we have beneficial ownership over such subsidiaries, ~~we each subsidiary operate 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 such subsidiary to ensure continued ~~state State~~ sponsorship. Failure to maintain sponsorship, or secure new state sponsorship, will have a material impact on such subsidiary and on our overall business and operations. ~~While 48~~ While the rates of payments are yet to be set by the ISA, the 1994 Agreement relating to the Implementation of Part XI of the UNCLOS of 10 December 1982 (the “1994 Implementation 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 ~~Final Regulations a Mining Code~~ in a timely manner or at all. Such regulations may also impose burdensome obligations or restrictions on us, and / or may contain terms that do not enable us to develop our projects. Our resource development activities are subject to changes in government regulation and political instability. 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 Sponsoring~~ States of our subsidiaries NORI and TOML are Nauru and Tonga, respectively. In addition, our subsidiary, DGE, has an exclusive contract with Marawa, which is sponsored by Kiribati, that permits DGE to conduct activities in connection with the exploration contract held by Marawa with the ISA. If any of these countries cease such sponsorship, our subsidiaries or their partners (as applicable) would need to seek sponsorship elsewhere, which could impact our operations as a group. ~~41~~ There -- **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 we are unable to transfer our sponsorship to another State, such subsidiary could be forced to cease activities in the CCZ. Additionally, there is little jurisprudence or interpretative guidance regarding the application of the sponsorship regulations that are applicable to our business. For example, with respect to the question over the regulation of which State can impact 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 our ~~sponsoring Sponsoring~~ States or the ISA, certain organizations 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 mineral exploration activities of our subsidiaries and their future project development prospects could be affected in varying degrees by political instability 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 ours. 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 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 49Our exploration, 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 and collecting and processing polymetallic nodules are subject to environmental regulation in various jurisdictions and under national as well as international laws and conventions. No seafloor polymetallic nodule deposit has been developed commercially, and it is not clear what environmental parameters may need to be measured to satisfy regulatory authorities for an ISA Exploitation Contract to be granted. A full ESIA for deep- sea collecting operations has yet to be completed and approved by the ISA, and the full impact of any polymetallic nodule collecting operation on the environment has yet to be determined. Further, the required standards for an ESIA have not been finalized by the ISA, which could require changes to any submissions made by our subsidiaries in connection with an ISA Exploitation Contract application. Environmental legislation is evolving in a manner which is likely to require strict standards and enforcement, increased fines and penalties for non- compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. 42Nodule-- Nodule collection operations in the CCZ are certain to disturb wildlife in the operating area and may impact ecosystem function. The nature and severity of these impacts on CCZ wildlife are expected to vary by species and are currently subject to significant uncertainty. Our campaigns to baseline wildlife and ecosystem function, pilot the nodule collection system and monitor impacts arising from the use of this system have been completed. Data processing and analysis is in progress and, similar to studies conducted in respect of land- based mining, may not definitively establish the impacts of activities on the biodiversity in the CCZ. Given the significant volume of deep water and the difficulty of sampling and retrieving biological specimens, a complete biological inventory might never be established. Accordingly, impacts on CCZ biodiversity may never be, completely and definitively known. For the same reasons, it may also not be possible to definitively say whether the impact 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 whether the risk of biodiversity loss in the CCZ could be eliminated through setting aside large representative areas of CCZ under protection (13 areas currently set aside by ISA covering 43 % of the CCZ) or reduced through mitigation strategies inside operating areas or how long it will take for disturbed seabed areas to recover naturally. Prior research indicates that the density, diversity and function of fauna representing most of resident biomass (including mobile, pelagic and microbial life) are expected to recover naturally over years to decades. However, a high level of uncertainty exists around recovery of fauna that requires the hard substrate of nodules for critical life function. The extent to which planned measures, such as leaving behind partial nodule cover and setting aside no- take zones, would aid recruitment and recovery of nodule- dependent species in impacted areas will depend on factors like habitat connectivity, which is an area that is still under study. While we intend to collect seafloor polymetallic nodules in a way that mitigates and reduces potential damage to the seafloor, marine life and ecosystem function, we do not know whether the ISA or any other regulatory body will seek to impose onerous methods for the restoration of the disturbed area or rehabilitation obligations on our collecting process. Any such obligations, to the extent they are overly burdensome, could result in material changes to our business as currently contemplated. Although the environmental impact review process has not yet been finalized, all contractors have been made aware of the requirement to complete baseline studies and an ESIA, culminating in an EIS, prior to collecting. The EIS would be accompanied by an EMMP, which will be required as part of the application for an ISA Exploitation Contract within the contract areas of NORI, TOML and Marawa. The EMMP 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. The EMMP will also be submitted to the ISA for approval as part of the ISA Exploitation Contract application. There are no guarantees that the ISA will evaluate any exploitation contract application by our subsidiaries in a timely manner, and even if the ISA does timely evaluate such applications (s), such subsidiary may be required to submit a supplementary EIS before being approved. This may result in delays that could impact our projected timeframe. Furthermore, in the event that the ISA evaluates and approves an application in a timely manner, any aspect of such application and approval theoretically could be subject to legal challenges which could result in further delays that could detrimentally impact our business. For example, certain conservation groups have called for a ten- year moratorium

on all deep-sea mineral exploration and exploitation activities. While this agenda does not appear to have directly impacted the development of proposed Final Regulations and Standards and Guidelines by the ISA, any such moratorium would have a material adverse effect on our business. ⁴³The ⁵⁰The environmental permitting process, which includes considerations of the impacts of our activities on the biodiversity of the CCZ, is expected to involve a series of checks and balances with reviews being conducted by the ISA, including technical evaluations by the ISA Secretariat and the Legal and Technical Commission (the “LTC”). The recommendations of the LTC will then go before the ISA Council (“Council”), a core policy-making body of the ISA, which will then review and, if it deems appropriate, approve the contractor’s application. It would require a two-thirds majority of the Council to reject a development proposal that is recommended to it by the LTC. There are no assurances that the work our subsidiaries have done to date, or their contemplated future operations will satisfy the final environmental rules and regulations adopted by the ISA, and any future changes could delay the timing of such submissions to the ISA or our subsidiaries operations more generally, which could have a material adverse effect on our business. Sponsoring State approvals and permits are currently and may in future be required in connection with our operations. To the extent such approvals are required and not obtained, our subsidiaries may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in collection operations may be required to compensate those suffering loss or damage by reason of the collection activities and may have civil or criminal fines or penalties imposed for violations of applicable laws and regulations. We may become subject to environmental liabilities as a result of noncompliance **with existing** or **future newly imposed** 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. ⁴⁴No ⁵¹No 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 the ISA timely reviews and approves our expected application for an exploitation contract, which will include a plan of work for exploitation, for NORI Area D, there are no assurances that we will have successfully completed all development and pre-production work necessary to start commercial production at the end of the first quarter of 2026.** 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, there can be no assurance that their technology will eventually be adequate for full scale commercial production. On March 16, 2022, NORI and Allseas entered into a non-binding term sheet for the development and operation of the Project Zero **Offshore Nodule Collection System**. NORI and Allseas intend to equally finance all costs related to developing and getting Project Zero **Offshore Nodule Collection System** into production currently. The parties intend to detail and revise these cost estimates in ~~binding Heads of Terms which the parties expect to enter into in~~

the second half of 2023, and three definitive agreements for the engineering, build and operations phases **which the parties expect to enter into before the submission of our exploitation application in 2024**. There can be no assurances, however, that we will enter into the binding Heads of Terms and 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, 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 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. For example, the NORI Initial Assessment and the TOML Mineral Resource Statement, contain mineral resource estimates and other information with respect to our contract areas. There is a risk that such analyses, reviews, reports, advice, opinions, and projects are incorrect, in particular with respect to resource estimation, process development, and recommendations for products to be produced, as well as with respect to economic assessments, including estimating the capital and operating costs of our project and forecasting potential future revenue streams. Uncertainties are also inherent in such estimations. Mineral resource estimates from the contract areas of NORI and TOML are only estimates. Estimates of mineral resources from the contract areas of NORI and TOML described in our SEC filings and reported in technical reports prepared by AMC are only estimates and 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. Mineral reserves have not been defined and will require completion of further studies. Until mineral resources are actually collected and processed, 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. In making determinations about whether to advance any of our projects to further development, we must rely upon calculated estimates for the mineral resources and grades of mineralization in our contract areas and estimated equipment production rates, equipment availability and utilization and collection efficiency. 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. ~~45Estimated~~ **52Estimated** mineral reserves and mineral resources may have to be recalculated based on changes in metal prices, further exploration or development activity or actual production experience. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence mineral reserves and mineral resources 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 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. Currently 97% of the NORI Area D resource is classified into indicated and measured 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 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 battery metals, 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. ~~46~~**Uncertainty**~~53~~**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, battery 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 battery 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 three contracts held by our subsidiaries and partners, 16 other entities (ISA Member States and private companies sponsored by ISA Member States) currently hold ISA Exploration Contracts for polymetallic nodules. If and when they move into the exploitation phase, each of these contract-holders 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 contract holders may possess greater financial and / or technical resources. ~~Furthermore, several nation states are working on developing polymetallic nodule resources inside their EEZs, with the Cook Islands granting three exploration contracts for polymetallic nodules in February 2022.~~ 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. ~~47~~**The**~~54~~**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 battery 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 battery metals from mine production, inventories and recycled metal; sales by holders and producers of battery 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, 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 in part will depend in part on the expansion of the global manganese market to consume the additional volume of manganese that we intend to produce. 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 testwork, 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. ~~48~~~~Our~~~~55~~~~Our~~ ability to generate revenue will be diminished if we are unable to compete with substitutions for the minerals that we intend to process. Technology changes rapidly in the industries and end markets that utilize our materials. If these industries shift to new technologies or products **(e. g., nickel- rich battery chemistries could be replaced by other battery chemistries that do not use nickel or cobalt** such as lithium iron phosphate (LFP) ~~batteries that no longer require~~, **or copper could be increasingly substituted by aluminum)** or use less of the metals that we intend to collect and process, or if suitable substitutes become available, it could result in 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 battery 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 battery metals sourced from polymetallic nodules, it could have a material impact on our business and operations. Reduced growth in the adoption of electric vehicles by consumers may change our strategy and our business and operating results may be impacted. Given that we have focused part of our operating plan on the sale of nodule- derived battery metals into the EV supply chain, 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. 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, ~~our company,~~ **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, 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; **56** • 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; ~~49~~• 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 is contractually required to develop a test system to demonstrate 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 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. For example, our agreement with Maersk Supply Services A / S to provide marine cruises and management services expired in January 2022, following the completion of the NORI Area D baseline campaigns. The next phase of our offshore campaigns required a different set of capabilities, and we contracted with a new service provider to provide a survey vessel and specialized services required to support the implementation of the recently conducted collector test monitoring survey. 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 ~~58~~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~~ **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 the Project Zero **Offshore Nodule Collection** System and other services. Allseas also provides us with **exclusive access to the earlier of the development of the Project Zero Offshore Nodule Collection System and December 31, 2026** to the Hidden Gem, the converted drillship expected to be converted into a production vessel by Allseas for our commercial use. In addition, Allseas has invested \$ 5 million in our August 2022 private placement of ~~common~~ **Common Shares**, \$ 7 million in our **August 2023 registered direct offer of our Common Shares** and **recently Class A Warrants and** entered into an unsecured credit facility with us under an affiliate of Allseas agreed to lend us up to \$ 25 million through ~~May~~ **August 31, 2024-2025**. 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 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 and is expected to provide us. If these new relationships are not ~~a~~ timely entered into or not entered into on commercially reasonable terms, or at all, ~~of 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 ~~will~~ **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 ~~the~~ **there are presently unknown technical aspects** nodules will contain elements or compounds that would render them ~~the selected flowsheet~~ **unsuitable for selected processing and refining flowsheet to the products as described**. While ~~the metallurgical recovery estimates have been derived~~ Hatch, a global engineering, project management, and professional services firm ~~from commercial operation benchmarking~~, **benchscale** has helped us to develop a processing flowsheet with near- zero solid waste and is working with us on a pilot plant program **scale testwork**, the **commercial actual percentage recovery of metals- metal may recoveries to products could** vary significantly from that forecast, and we are in the ~~these estimates~~ **process of conducting a pilot scale metallurgical test- work program to determine our ability to expand such program into a full operational system**. ~~51~~ **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 is currently uncertain. We have identified potential tolling facilities to process nodules into two products, manganese silicate and copper- nickel- 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. ~~While~~ **59** **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 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. For example, having faced significant issues in securing ~~process engineering~~ **technical service provider** capacity **with scenario- based capability** in 2022, we moved away from ~~collaborating with Epsilon Carbon for the development~~ **developing** of a new Project Zero Plant in India and instead are now reviewing the feasibility of utilizing existing facilities as an alternative. 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 the ISA, among other factors, and these may impact our revenue and financial performance. Our exploration 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 competitiveness, 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. 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 Initial Assessment and TOML Mineral Resource Statement prepared by AMC and filed as exhibits to this Annual Report on Form 10-K. 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 Initial Assessment and TOML Mineral Resource Statement and there can be no assurance that any of our development activities will result in profitable 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 have a limited operating history, and we expect that our losses will continue until we achieve profitable commercial production. NORI currently intends to explore and collect mineral resources in the NORI areas identified in the exploration contract executed by NORI with the ISA, and we hope to expand such operations if viable in certain other parts of the CCZ, including by TOML in the TOML areas identified in the exploration contract executed between TOML and the ISA and DGE in the Marawa areas identified in the exploration contract executed by Marawa with the ISA. Although NORI anticipates that its first expects to achieve early-stage commercial production for the of nodules from NORI Area D end could be in the first quarter of 2026 (assuming submission of an application for an exploitation contract, that includes a plan of work for exploitation, for NORI Area D following the July 2024 /start of 2025 ISA meeting and the ISA's timely one-year review and approval thereof), there can be no assurance that it will be able to commercially develop these properties or that it will be able to generate profits in the future. In addition, as part of DGE's Marawa Option Agreement and Services Agreement with Marawa with respect to the Marawa Contract Area, Marawa committed to spend Australian dollar ("AUD") \$ 3 million and AUD \$ 2 million in fiscal 2023 and 2024, respectively. Limited offshore marine resource definition activities in the Marawa Contract Area, however, have occurred to date and we expect to collaborate with Marawa to assess the viability of any potential project in the Marawa Contract Area, although the timing of such assessment is unclear. Marawa has also delayed certain of its efforts in the Marawa Contract Area while it determines how it will move forward with additional assessment work. There are no assurances that we will be able to come to an agreement with Marawa on the future development of the Marawa Contract Area or that we will be able to keep our rights in the Marawa Contract Area as a result of our efforts there, either of which could have a material and adverse effect on our future business prospects and financial condition. Our operating expenses and capital expenditures will increase in the future as consultants and new employees are engaged, equipment associated with advancing exploration is leased or purchased, and properties are developed. There can be no assurance that we will generate any revenues or achieve profitability, or that the assumed levels of expense 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. 54We 62V.

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. ~~55~~**Defending** ~~63~~**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, 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. Pandemics, including COVID-19, could have an adverse effect on our business. Any outbreak of contagious diseases, such as COVID-19, or other adverse public health developments, could have a material and adverse effect on our business operations. The continued evolution of COVID-19 and its variants, as well as periodic spikes in infection rates and local outbreaks, in spite of safety measures or vaccinations, could cause disruptions to our operations or those of third parties with whom we engage. The COVID-19 pandemic has led to global supply chain challenges, which could adversely impact our ability to conduct business in the manner and timelines presently planned. As new variants of the virus appear, especially variants that are more easily spread, cause more serious outcomes, or are resistant to existing vaccines, new health orders and safety protocols could further impact our operations. We will continue to monitor developments of the pandemic and continuously assess its potential further impact on our operations to prevent any disruptions to the conduct of our business. In the event of a prolonged continuation of the pandemic, it is not clear what the potential impact may be on our business, financial position and financial performance.** ~~56~~**V. 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 an application for ~~an~~ **a plan of work for** exploitation ~~contract for the~~ NORI Area D, and by negotiating the settlement of program expenditures with our equity whenever possible in order to preserve our cash. The continuing exploration and development of the NORI, TOML and Marawa contract areas, 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** or other means. ~~The~~ **Additionally, the** actual amount of capital ~~needed or that we raised- raise~~ for our projects **, however,** may vary materially from our current estimates. We currently expect that we will 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 **the end of the first half of 2024-2026** at the earliest. 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, ~~United States~~ **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~~ **64****Furthermore** , the impact of geopolitical tension, such as a deterioration in the bilateral relationship between the ~~United States~~ **U. S.** and China or an escalation in conflict between Russia and Ukraine **, or the ongoing conflict in Israel and Gaza** , 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. We may issue additional ~~common~~ **Common** shares ~~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, 2022-2023, we had 266-306, 812-558, 131-710 common shares, 15,074,240 Short-Term Incentive Plan ("STIP") options, 9,783,922 Long-Term Incentive Plan ("LTIP") options and 24,500,000 warrants to acquire common shares issued and outstanding, which does not include the 374,978-500, 680-000 common shares and 2,250,000 Class A warrants issuable in the private placement financing we announced in August 2022-2023. In addition, the Allseas Warrant is exercisable for up to 11,600,000 common shares subject to the terms and conditions thereof. Subject to the requirements of the Business Corporations Act (British Columbia) ("BCBCA"), our Articles authorize us to issue 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, 44-56, 372-634, 170-518 common shares are reserved for issuance under the TMC Incentive Equity Plan, including 10-12, 672-262, 485-348 shares added to the plan in January 2023-2024 pursuant to the plan's evergreen provision, and 7-10, 922-988, 445-032 common shares are reserved for issuance under our 2021 Employee Stock Purchase Plan, in each case (the "ESPP"), including 2-3, 668-065, 121-587 shares added to the plan in January 2023-2024, pursuant to the plan's evergreen provision, in each case, subject to adjustment in certain events. In addition, up to 136,239,964 common shares, subject to adjustment in certain events, may be issued to the holders of special shares and holders of options underlying special shares upon conversion of special shares if certain common share price thresholds are met ("Special Shares"). Any common shares issued, including in connection with the private placement August 2023 registered direct financing, upon exercise of warrants, upon conversion of the Special Shares or under the TMC 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 the Company 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, the contractual lock-up agreements on certain of our securities entered into in connection with the Business Combination have all expired. As a result, all of our public shares are freely transferable. 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 15,000,000 outstanding Public Warrants to purchase 15,000,000 common shares and 9,500,000 Private Warrants outstanding exercisable for 9,500,000 shares of our Common Shares at an exercise price of \$ 11.50 per share, which warrants became exercisable beginning on October 9, 2021. In addition, there are 93,500-980,000 Private 770 Class A Warrants outstanding exercisable for 9 to purchase 3,500-980,770,000 shares of our common shares at an exercise price of \$ 11.50 per share, that were issued as part of the August 2023 registered direct offering. In certain circumstances, the Public Warrants and Private Warrants and Class A Warrants may be exercised on a cashless basis and the proceeds from the exercise of such warrants will decrease. The Allseas Warrant is also exercisable for up to 11,600,000 common shares subject to the terms and conditions thereof. 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 and Private Warrants and Class A Warrants will be in the money at the time they become exercisable, 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, and as such, such warrants may expire worthless. Since the closing of the Business Combination through March 24-11, 2023-2024, the price of our common shares has ranged from a high of \$ 10.38 to a low of \$ 0.55 and as of March 24-15, 2023-2024, the closing price of our common shares was \$ 0.1-8063-67. 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. There are currently outstanding an aggregate of 24-28,500-480,000-770 warrants to acquire our common shares (not including the Allseas Warrant), which comprise 9,500,000 Private Warrants initially issued in connection with SOAC's initial public offering, which were transferred to permitted transferees of the initial holders thereof, and 15,000,000 Public Warrants and 3,980,770 Class A Warrants. Each All of our outstanding whole warrants is currently exercisable commencing on October 9, 2021, for one common share in accordance with its terms. Therefore, as of December 31, 2022-2023, if we assume that each outstanding whole warrant is exercised and one common share is issued as a result of such exercise, with payment of the exercise price of ranging from \$ 3.00 to \$ 11.50 per share, our fully-diluted share capital would increase by a total of 24-28,500-480,000-770 shares, with approximately \$ 281-293.8-7 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 and may not be successful in our litigation.

related to non-performing Private Investment in Public Equity (“PIPE”) investors. 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 ~~identified~~ 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. 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. 66We expected to receive approximately \$ 330 million of proceeds in the private placement that closed on September 9, 2021 in connection with the Closing but only received \$ 110.3 million (net of transactions costs). On September 20, 2021, we commenced litigation in the New York Superior Court, New York County against two investors who failed to fund their commitments pursuant to subscription agreements entered into in connection with the expected financing. These actions are captioned Sustainable Opportunities Acquisition Corp. n / k / a TMC the metals company Inc. v. Ethos Fund I, LP, Ethos GP, LLC, Ethos DeepGreen PIPE, LLC, and Ethos Manager, LLC, Index No. 655527 / 2021 (N. Y. Sup. Ct.) and Sustainable Opportunities Acquisition Corp. n / k / a TMC the metals company Inc. v. Ramas Capital Management, LLC, Ramas Energy Opportunities I, LP, Ramas Energy Opportunities I GP, LLC, and Ganesh Betanabhatla, Index No. 655528 / 2021 (N. Y. Sup. Ct.). The operative complaints allege that the investors breached the relevant subscription agreement and that the investors’ affiliates tortiously interfered with the subscription agreements by causing the investor not to fund its contractual obligations. We are seeking compensatory damages (plus interest), expenses, costs, and attorneys’ fees. There can be no assurances, however, that we will be successful in our efforts against these investors. We are an emerging growth company and a smaller reporting company within the meaning of the Securities Act, and if we take advantage of certain exemptions from disclosure requirements available to “emerging growth companies” or “smaller reporting companies,” this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies. We are an “emerging growth company” within the meaning of the Securities Act, as modified by the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “emerging growth companies” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. As a result, our shareholders may not have access to certain information they may deem important. We could be an emerging growth company for up to five years, although circumstances could cause us to lose that status earlier, including if the market value of our Common Shares held by non-affiliates exceeds \$ 700 million as of the end of any second quarter of a fiscal year, in which case we would no longer be an emerging growth company as of the last day of such fiscal year. We cannot predict whether investors will find our securities less attractive because we will rely on these exemptions. If some investors find our securities less attractive as a result of our reliance on these exemptions, the trading prices of our securities may be lower than they otherwise would be, there may be a less active trading market for our securities and the trading prices of our securities may be more volatile. Further, Section 102 (b) (1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that

have not had a registration statement under the Securities Act declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. We have elected not to opt out of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company that is not an emerging growth company or is an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used. Additionally, we are a “smaller reporting company” as defined in Item 10 (f) (1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company until the last day of the fiscal year in which (i) the market value of our Common Shares held by non-affiliates is greater than or equal to \$ 250 million as of the end of that fiscal year’s second fiscal quarter, and (ii) our annual revenues are greater than or equal to \$ 100 million during the last completed fiscal year and the market value of our Common Shares held by non-affiliates exceeds \$ 700 million as of the end of that fiscal year’s second fiscal quarter. To the extent we take advantage of such reduced disclosure obligations, it may also make comparison of our financial statements with other public companies difficult or impossible. 67We 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 and operational programs, which would reduce our financial flexibility and could have a material adverse effect on our business, financial condition or results of operation. Should we incur debt, including through the drawdown of our credit facility with Allseas and / or our credit facility with ERAS Capital LLC and Gerard Barron, 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. On September 10, 2021, our Common Shares and Public Warrants began trading 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. 68The 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 and into 2023. As a result, we received written notices from the Nasdaq in 2022 and 2023 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, 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. If we are or determine that existing material weaknesses have not been remediated, our management will be unable to assert that our develop and maintain an effective system of 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 may not be able unable to accurately report assert that our internal control over financial reporting is effective results in a timely manner, which 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 stock could be adversely affect affected. As a investor confidence in us and materially and adversely affect our business and operating results result and the value of our common shares. In the process of preparing the Company's third quarter 2021 financial statements, management discovered misstatements related to the understatement of exploration expense and overstatement of stock option expenses related to the three-- the material weaknesses --month period ended March 31, 2021 and six-month period ended June 30, 2021. For further detail regarding the associated restatement restatements to our, see Part II, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations--Restatement of Previously previously Issued issued Quarterly Financial Statements" and Part II, Item 4 "Controls and Procedures" included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, filed with the SEC on November 15, 2021. These misstatements resulted in the Company having to restate its unaudited condensed consolidated financial statements for the three months ended March 31, 2021 2023 and, the six months ended June 30, 2021 2023 and. Our management has concluded that this material weakness was due to the fact that nine months ended September 30, 2023 contained in prior to the Business Combination, we were a private company with limited resources. The Company presented its plan for remediation of the material weaknesses in internal control over financial reporting that existed as of the end of 2021 in its Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on March 25, 2022 and has updated its progress in implementing such plan in its subsequent Quarterly Reports on Form 10-Q for the first three quarters-- quarter of ended March 31, 2022 2023, June 30, Management has implemented the identified remediation steps over the course of 2022 2023. More specifically and September 30, 2023, respectively, filed with the SEC and the other following action items were implemented matters that may be raised by the SEC, we may be subject end of 2022: • appointed a Chief Financial Officer to potential litigation oversee the finance and accounting function; • hired individuals for or the other core accounting function with disputes which may include, among others, claims invoking the federal and state securities laws, contractual claims or the other claims arising requisite education, designation, and technical accounting and public company experience; • completed the transition from our outsourced accounting service provider to our in-house finance and accounting function; • hired external experts to work with our internal team to assist with the these design matters and implementation of robust controls over all our key processes and address all key company risks: the external experts completed their-- the evaluation preparation of our key controls as of end of 2022 and provided their report to management with recommendations for improvements to non-key controls; and • added formality and rigor to our financial statements reporting process by continuously developing structured roles, policies, processes, procedures and controls. We As of December 31, 2022, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an can provide evaluation of the effectiveness of our internal controls 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, 2022, our internal controls over financial reporting, including changes thereto as a result of the material weaknesses discussed above, newly implemented policies and procedures over key functional areas had not no assurance that such litigation or dispute been in operation long enough over the 2022 year to be deemed effective. The material weaknesses will not arise in the future. Any such litigation or dispute, whether successful or not, could have a material adverse effect on our business, results of operations and financial condition. 69The market price of our securities may be considered fully remediated until sufficient time 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, has-- as well as general economic, market elapsed to provide sufficient sample evidence that the newly designed and implemented controls are 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 effectively. We will continue to review the effectiveness of our newly implemented controls and make improvements as warranted. There are no assurances that these control modifications will ultimately have the

intended effects. If the material weaknesses are not remediated in a timely manner, this could result in material misstatements to our annual or interim financial statements that would not be prevented or detected on a timely basis, or in the delayed filing of required periodic reports. 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 at any time after they become exercisable and 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. 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. 70As 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 in our international 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~~ ~~asset~~ ~~that~~ ~~transfers~~, changes in foreign regulations and political turmoil, 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 ending December 31, 2023. However, the application of the PFIC rules is subject to uncertainty in several respects, and we cannot assure you the U. S. ~~internal~~ 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 “ U. S. Federal Income Tax Considerations — Tax Consequences of Ownership and Disposition of Public Shares and Public Warrants — Passive Foreign Investment Company Rules ” included in our registration statement on Form S- 1 filed with the SEC on October 7, 2021 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. ⁷¹For 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, or 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 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 reporting is effective~~ thresholds are exceeded. Further, ~~changes to critical minerals policies and regulations in Canada and the U. S. and elsewhere may impact~~ ~~or our when~~ 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 in the future, if our independent registered public accounting firm is unable to express~~ ~~be~~ litigated in the Province of British Columbia, Canada, and will contain an unqualified opinion as to ~~exclusive federal forum provision for certain claims under~~ the effectiveness of the internal control over financial reporting; investors may lose confidence in the accuracy and completeness of our financial reports, the market price of our securities ~~Securities Act~~ could be adversely affected and we could become subject to litigation or investigations by Nasdaq, the SEC, or other regulatory authorities, which could ~~require~~ 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 and management resources. 59-72