CLAIMING THE COMMONS

The Legal Quagmire of The Metals Company (TMC)

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Introduction

The Metals Company ("TMC") is a deep sea mining ("DSM") firm headquartered in Vancouver, Canada. The company is pushing to mine the deep seabed for critical minerals in the Pacific Ocean's Clarion-Clipperton Zone (CCZ). This zone is located in "the Area" — the ocean floor that lies beyond any country's national jurisdiction, as defined by the United Nations Convention on the Law of the Sea (UNCLOS).[1] The purpose of this report is to shed light on the legal concerns surrounding TMC's operations as it pushes and pursues deep sea mining, seemingly, without regard to international law and important environmental considerations.

TMC stands to make millions of dollars from its endeavour that at the same time would drive ocean destruction in the global commons, in a region already resisting the impacts of climate change, industrial fisheries, and plastic pollution. This report will provide some background on TMC as a company, its ongoing journey towards deep sea mining permits, and potential legal dilemmas the company's activities pose.

In reading this memo, decision-makers, contractual partners and investors and should consider:

- Could TMC's activities be in violation of international law?
- Could a company be violating international law by contracting or associating with them?
- Is TMC's practice economically viable, socially acceptable and environmentally sustainable?
- Who benefits and who stands to lose from TMC's activities?

[1] "ISA Secretary-General Annual Report 2023. Chapter 1," *International Seabed Authority* (2023) online (pdf): https://www.isa.org.jm/wp-content/uploads/2023/06/ISA_Secretary_General_Annual_Report_2023_Chapter1.pdf.

Deep Sea Mining Explained

Deep sea mining is defined as the extraction of mineral deposits such as polymetallic nodules from the seabed at depths greater than 200m. The deep seabed covers about two-thirds of the total seafloor.[2] These nodules have taken millions of years to form, and in more recent years, have garnered the interest of mining companies for the copper, cobalt, nickel and manganese they contain.

We are just beginning to understand the expansive deep sea ecosystem. Researchers have recently discovered more than 5,000 new species in the Clarion-Clipperton Zone, an earmarked area for deep sea mining in the Pacific Ocean.[3] In 2024, scientists found that polymetallic nodules play a role in the production of 'dark oxygen' — oxygen that is produced in the total darkness of the very deep ocean about 4,000 meters below the waves.[4] This discovery has significant and immediate implications for the emerging deep sea mining industry: these same nodules that The Metals Company seeks to mine are likely playing a critical role in deep ocean ecology.

Scientists warn that mining this fragile, undiscovered world will have long-lasting and potentially irreversible impacts on marine biodiversity and ecosystems.[5] The deep sea acts as the Earth's largest carbon sink and deep sea mining could disrupt its natural processes of storing carbon. Finally, this industry will directly affect the livelihoods and cultural practices of the three billion people who depend on the ocean for food, income, and coastal stability, while also creating broader consequences for everyone who relies on a healthy ocean ecosystem.[6]

Therefore, nearly 1,000 leading marine science and policy experts have called for a precautionary pause, or moratorium, on deep sea mining.[7] As of February 2026, seventy major companies and financial institutions, committed to steer clear of minerals mined from the deep sea, have joined the call for a moratorium.[8] Forty nation States, including Canada, support a

[2] "Issues Brief: Deep-Sea Mining", *International Union for Conservation of Nature* (May 2022) at 1, online (pdf): https://iucn.org/sites/default/files/2022-07/iucn-issues-brief_dsm_update_final.pdf.
[3] Rabone, Muriel et al. How many metazoan species live in the world's largest mineral exploration region? Current Biology, Volume 33, Issue 12, 2383 - 2396.e5 https://www.cell.com/current-biology/fulltext/S0960-9822(23)00534-1.
[4] Sweetman, A.K., Smith, A.J., de Jonge, D.S.W. et al. Evidence of dark oxygen production at the abyssal seafloor. Nat. Geosci. 17, 737–739 (2024). https://doi.org/10.1038/s41561-024-01480-8.
[5] "The Impact of Deep-Sea Mining on Biodiversity, Climate and Human Cultures." International Committee of The Netherlands, March 1, 2024. https://www.iucn.nl/en/story/the-impact-of-deep-sea-mining-on-biodiversity-climate-and-human-cultures/.
[6] "Issues Brief: Deep-Sea Mining", *International Union for Conservation of Nature* (May 2022) at 1, online (pdf): https://iucn.org/sites/default/files/2022-07/iucn-issues-brief_dsm_update_final.pdf.
[7] Marine Expert Statement Calling for a Pause to Deep-Sea Mining. Accessed 23 February 2026, online: https://seabedminingsciencestatement.org/.
[8] Call for a Halt on Deep Seabed Mining. WWF. Accessed 23 February 2026, online: https://www.stopdeepseabedmining.org/.

moratorium as long as key legal, technical, scientific, and environmental questions remain unanswered.[9]

[9] Voices calling for a moratorium. Deep Sea Conservation Coalition. Accessed 23 February 2026, online: https://deep-sea-conservation.org/solutions/no-deep-sea-mining/momentum-for-a-moratorium/governments-and-parliamentarians/.

What is The Metals Company (TMC)?

The Metals Company (TMC) is a deep sea mining company based out of Vancouver, British Columbia. TMC, the parent company, does not conduct any commercial activities in the deep seabed itself but stands to make millions from deep sea mining. Rather it has numerous subsidiary and intermediary companies registered in various countries around the world through which it acts and holds (or seeks to hold) licenses and permits for seabed mining activities. Additionally, TMC has entered into what they call 'strategic partnerships' with other corporations and organizations (like Allseas and Korea Zinc) to enable TMC and its subsidiaries to engage in deep sea mining. It is important to understand TMC's history and corporate structure, relationships with the seabed mining licensing regimes, its sponsoring states, and its strategic partners to get a full picture of the nature of this company.

From DeepGreen to TMC

While TMC was incorporated in the province of British Columbia on September 9, 2021, the Company has a longer history. TMC was established when Sustainable Opportunities Acquisition Corp ("SOAC"),[10] a special purpose acquisition company incorporated in the Cayman Islands, acquired and merged with DeepGreen Metals Inc ("DeepGreen"),[11] a private seabed mining company registered in British Columbia.[12]

Special purpose acquisition companies ("SPAC") are publicly traded shell companies with no active business operations, which are formed specifically to raise capital through an Initial Public Offering to acquire or merge with a private company, taking it public. SOAC was expressly incorporated on December 18, 2019 as an Environmental, Social, and Governance (ESG) focused SPAC that would invest in a private company that was fighting climate change.[13] After considering around 100 companies, SOAC's directors settled on DeepGreen.[14]

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[10] Sustainable Opportunities Acquisition Corp, "Registration Statement on Form S-1", *United States Securities and Exchange Commission* (17 March 2020), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390020006690/fs12020_sustainable.htm.

[11] See DeepGreen Metals Inc's "Company Details" page on *SEDAR+* (n.d.), online: https://www.sedarplus.ca/csa-party/viewInstance/view.html?id=0c11f8b7998bcd967fe0e9bdb62cf74f0d4f5b1418e6d1b3&_timestamp=15432105845460336; see also DeepGreen Metals Inc, "Certificate of Change of Name", *SEDAR+* (filed on 9 April 2018), online (pdf): https://www.sedarplus.ca/csa-party/viewInstance/resource.html?node=W1620&drmKey=4f7787b07b83c8a2&drr=ss3e2a728cd9ad176903d96af19ef6cb028bcc680e5b502a380af3e4fe7224b51aa5f347f190df3bd2bf3c3c7863b508c4ux&id=0c11f8b7998bcd967fe0e9bdb62cf74f177d4de0c5835b91 (issued by British Columbia's Registrar of Companies).

[12] See Exhibit 2.1 ("Business Combination Agreement by and among Sustainable Opportunities Acquisition Corp, 1291924 BC Unlimited Liability Company, and DeepGreen Metals Inc dated as of March 4, 2021") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021013347/ea137001ex2-1_sustainable.htm.

[13] Sustainable Opportunities Acquisition Corp, "Prospectus filed pursuant to Rule 424(b)(4)", *United States Securities and Exchange Commission* (6 May 2020), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390020011199/f424b40520_sustainableopp.htm.

[14] Scott Leonard, CEO and Director of SOAC in Sustainable Opportunities Acquisition Corp, "Benzinga Power Hour Interview Transcript", United States Securities and Exchange Commission (14 May 2021), online:

DeepGreen, founded in 2011 and registered under the laws of British Columbia, held exploration rights through its subsidiaries to three polymetallic nodule areas in the CCZ, an area of the deep seabed outside national jurisdiction regulated by the International Seabed Authority ("ISA").[15] SOAC and DeepGreen entered into a business combination agreement on March 4, 2021.[16] Pursuant to this agreement, SOAC acquired all of DeepGreen's issued and outstanding shares and DeepGreen became a wholly-owned subsidiary of SOAC (DeepGreen Metals ULC). Further, the combined company was renamed TMC and registered on The NASDAQ Stock Market ("NASDAQ").[17] SOAC and DeepGreen closed the business combination to create TMC on September 9, 2021, and TMC began trading on the NASDAQ Global Select Market the following day.[18]

Following the merger, the following persons served as TMC's executive officers and directors as of September 30, 2021: Gerard Barron (CEO and Chairman of the Board of Directors), Anthony O'Sullivan (Chief Development Officer), Erika Ilves (Chief Strategy Officer), Craig Shesky (Chief Financial Officer), Dr Gregory Stone (Chief Ocean Scientist), Scott Leonard (Director), Christian Madsbjerg (Director), Andrew Hall (Director), Gina Stryker (Director), Sheila Khama (Director), Andrei Karkar (Director), and Amelia Kinahoi Siamomua (Director).[19] Barron, O'Sullivan, Ilves, and Shesky continued in their roles from DeepGreen, while only Scott Leonard remained from SOAC.[20]

Gerard Barron, Anthony O'Sullivan, TOML, and the Nautilus Connection

Gerard Barron and Anthony O'Sullivan have a longer history with deep sea mining than their time with DeepGreen and TMC. Barron was an early investor in Nautilus Minerals Inc

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https://www.sec.gov/Archives/edgar/data/1798562/000121390021026200/ea140852-425_sustainable.htm ("Look, I think, one, we couldn't be more excited to partner with Gerard and his team. We looked at over 100 companies.").

[15] Sustainable Opportunities Acquisition Corp, "Registration Statement on Form S-4", *United States Securities and Exchange Commission* (8 March 2021) at 113–14, online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021_sustainableoppacq.htm.

[16] See Exhibit 2.1 ("Business Combination Agreement by and among Sustainable Opportunities Acquisition Corp, 1291924 BC Unlimited Liability Company, and DeepGreen Metals Inc dated as of March 4, 2021") in Sustainable Opportunities Acquisition Corp, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (4 March 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021013347/ea137001-8k_sustainable.htm.

[17] See Exhibit 99.1 ("Press Release, dated Match 4, 2021") in Sustainable Opportunities Acquisition Corp, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (4 March 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021013348/ea137001ex99-1_sustainable.htm.

[18] TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021) at 1–2, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/0001798562/000121390021048261/ea147253-8k_tmcthemet.htm.

[19] TMC the metals company Inc, "Registration Statement on Form S-1", *United States Securities and Exchange Commission* (7 October 2021) at 138, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/0001798562/000121390021051893/fs12021_tmcthemetals.htm.

[20] Sustainable Opportunities Acquisition Corp, "Initial Statement of Beneficial Ownership of Securities for Scott Edward Leonard", *United States Securities and Exchange Commission* (5 May 2020), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390020011078/xslF345X02/ownership.xml.

("Nautilus"),[21] of which O'Sullivan was the Chief Operating Officer from December 2005 to December 2012.[22] Nautilus had been exploring seafloor massive sulphide deposits on the seabed in the territorial sea of Papua New Guinea since 1997.[23] David Heydon, who would later establish DeepGreen with his son Robert (and who now leads a rival deep sea mining company, America Metal Inc, which is suing TMC in a BC court),[24] served as President, Chief Executive Officer, and Director of Nautilus Minerals Inc from 2005 until 2008.[25]

Starting from an initial investment of $226,000,[26] Barron sold his shares in Nautilus in 2008 for a reported $31 million.[27] Heydon left the company in the same year.[28] Nautilus never commenced commercial mining, and, after losing millions of dollars, it finally declared bankruptcy in 2019.[29] The Papua New Guinean government, who heavily invested in Nautilus' seabed mining project, was left with about AUD$157 million in debt.[30] Additionally, local Papua New Guineans claim that Nautilus' operation caused significant environmental damage, including fish deaths and whale strandings.[31] As The Wall Street Journal reported: "The first time Gerard Barron tried to mine the sea floor, the company he backed lost a half-billion dollars of investor money, got crosswise with a South Pacific government, destroyed sensitive seabed habitat and ultimately went broke. Now he's trying again."[32] On top of that, Iceberg Research

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[21] TMC the metals company Inc, "Biography: Gerard Barron", *TMC* (2026), online: https://investors.metals.co/board-member/gerard-barron.

[22] Nautilus Minerals Inc, "Annual Information Form for the Fiscal Year Ended December 31, 2011", *SEDAR* (filed 26 March 2012) at 67, 69, online (pdf): https://www.sedarplus.ca/csa-party/viewInstance/resource.html?node=W14587&drmKey=542a0d3f111bd4c3&drr=ssc16e0c772429fa5e0ed3916d67e2ddffaa92bef94a5fdb4ab303413baebf190263441a443888c45440313fb87845d970ux&id=0c11f8b7998bcd96c36321e4358e6240b7bf796df65b8b1b.

[23] Orca Petroleum Inc, "Material Change Report for June 18, 2005", *SEDAR+* (filed 4 August 2005) at 3, online: https://www.sedarplus.ca/csa-party/viewInstance/resource.html?node=W9617&drmKey=0201e2a689d823bb&drr=ssc16e0c772429fa5e0ed3916d67e2ddffaa92bef94a5fdb4ab303413baebf190263441a443888c45440313fb87845d970ux&id=0c11f8b7998bcd96c36321e4358e6240b7bf796df65b8b1b.

[24] Stefan Labbé, "BC lawsuit accuses deep-sea miner of 'unlawful intimidation' in $23.6B mineral claim", *Business in Vancouver* (27 January 2026), online: https://www.biv.com/news/economy-law-politics/bc-lawsuit-accuses-deep-sea-miner-of-unlawful-intimidation-in-236b-mineral-claim-11784668.

[25] Nautilus Minerals Inc, News Release, "RTO of Orca Petroleum Completed Deep Sea Copper-Gold Explorer to Commence Trading" (9 May 2006) in Nautilus Minerals Inc, "Material Change Report on Form 51-102F3 for May 8, 2006", *SEDAR+* (filed 10 May 2006) at 2, online: https://www.sedarplus.ca/csa-party/viewInstance/resource.html?node=W9191&drmKey=85ce1b9caaf354dc&drr=ssc16e0c772429fa5e0ed3916d67e2ddffaa92bef94a5fdb4ab303413baebf190263441a443888c45440313fb87845d970ux&id=0c11f8b7998bcd96c36321e4358e6240b7bf796df65b8b1b.

[26] Unless otherwise noted, all dollar amounts ($) are in United States Dollars (USD).

[27] CEO.CA, "Mining's Tesla moment: DeepGreen harvests clean metals from the seafloor", *Mining.Com* (5 June 2017), online: https://www.mining.com/web/minings-tesla-moment-deepgreen-harvests-clean-metals-seafloor/.

[28] Elizabeth Claire Alberts, "Challenges persist in TMC's bid to mine the deep sea, even after boost from Trump", *Mongabay* (24 July 2025), online: https://news.mongabay.com/custom-story/2025/07/challenges-persist-in-tmcs-bid-to-mine-the-deep-sea-even-after-boost-from-trump/.

[29] Amanda Stutt, "Nautilus Minerals officially sinks, shares still trading", *Mining.com* (26 November 2019), online: https://www.mining.com/nautilus-minerals-officially-sinks-shares-still-trading/.

[30] Ben Doherty, "Collapse of PNG deep-sea mining venture sparks calls for moratorium", *Guardian* (15 September 2019), online: https://www.theguardian.com/world/2019/sep/16/collapse-of-png-deep-sea-mining-venture-sparks-calls-for-moratorium.

[31] Elizabeth Claire Alberts, "Challenges persist in TMC's bid to mine the deep sea, even after boost from Trump", *Mongabay* (24 July 2025), online: https://news.mongabay.com/custom-story/2025/07/challenges-persist-in-tmcs-bid-to-mine-the-deep-sea-even-after-boost-from-trump/.

[32] Justin Scheck, Eliot Brown, and Ben Foldy, "Environmental Investing Frenzy Stretches Meaning of 'Green'", *Wall Street Journal* (24 June 2021), online: https://www.wsj.com/business/environmental-investing-frenzy-stretches-meaning-of-green-11624554045.

expects Gerard Barron to jump the ship when it becomes clear that TMC is a repeat of the Nautilus fiasco.[33]

In 2011, David and Robert Heydon founded DeepGreen in British Columbia. Barron invested early in DeepGreen and assisted with the company's early strategic development. By 2018, Barron had become DeepGreen's Chief Executive Officer and Chairman of the Board of Directors. O'Sullivan left Nautilus in December 2012 and became DeepGreen's Chief Development Officer in July 2017.

DeepGreen's connection to Nautilus does not end with this executive migration. Following Nautilus' bankruptcy, the company's assets were transferred to Deep Sea Mining Finance Limited. One of these assets was Nautilus' subsidiary Tonga Offshore Mining Limited ("TOML"), which held exploration rights in the CCZ granted by the ISA.[34] DeepGreen acquired TOML, its ISA exploration contract, and a set of related holding companies in March 2020 for USD $32 million in cash and 7.78 million TMC shares.[35]

Corporate Structure

TMC is the parent company that maintains intermediaries and subsidiary companies. Four of those subsidiaries include: Nauru Ocean Resources Inc ("NORI"), Tonga Offshore Mining Limited ("TOML"), DeepGreen Engineering Pte Ltd ("DGE"), and The Metals Company USA, LLC ("TMC USA").

NORI, a wholly-owned subsidiary of TMC, was incorporated in the Republic of Nauru ("Nauru") and is regulated by the Nauru Seabed Minerals Authority. NORI, sponsored by Nauru,[36] holds

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[33] Iceberg Research. The Metals Company ($TMC): a Remake of the Nautilus Fiasco. Iceberg Research (25 May 2025), online: https://iceberg-research.com/2025/05/27/the-metals-company-tmc-a-remake-of-the-nautilus-fiasco/.

[34] See Nautilus Minerals Inc, "Material Change Report on Form 51-102F3 for 11 January 2012", *SEDAR* (filed 16 January 2012), online: https://www.sedarplus.ca/csa-party/viewInstance/resource.html?node=W16078&drmKey=0de1941f46203f1a&drr=ssc16e0c772429fa5e0ed3916d67e2ddffaa92bef94a5fdb4ab303413baebf190263441a443888c45440313fb87845d970ux&id=0c11f8b7998bcd96c36321e4358e6240b7bf796df65b8b1b (announcing that TOML, Nautlius' wholly owned subsidiary, had formally signed an agreement with the ISA for exploration rights in the CCZ).

[35] See Exhibit 99.2 ("Unaudited condensed consolidated financial statements of DeepGreen Metals Inc as of June 30, 2021 and for six months ended June 30, 2021") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021), online: https://www.sec.gov/ix?doc=/Archives/edgar/data/1798562/000121390021048261/ea147253-8k_tmcthemet.htm.

[36] See Exhibit 10.17 ("Certificate of Sponsorship signed by the Government of Nauru on April 11, 2011") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021039153/fs42021a4ex10-24_sustainable.htm; Exhibit 10.13 ("Sponsorship Agreement, dated as of June 5, 2017, by and between the Republic of Nauru, the Nauru Seabed Minerals Authority, and Nauru Ocean Resources Inc") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-14_sustainable.htm; and Exhibit 10.1 ("Sponsorship Agreement, dated May 29, 2025, among the Government of the Republic of Nauru, the Nauru Seabed Minerals Authority, and Nauru Ocean Resources Inc") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (4 June 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925056465/tm2516970d1_ex10-1.htm.

exploration rights to four blocks in the CCZ that were granted by the ISA in July 2011.[37] This exploration contract has an initial term of 15 years, subject to renewal for successive five-year periods, and is set to expire on July 22, 2026.

TOML, a wholly-owned subsidiary of TMC, was originally incorporated in the Kingdom of Tonga as a subsidiary of Nautilus Minerals.[38] DeepGreen (now TMC) acquired TOML in March 2020.[39] TOML, sponsored by Tonga,[40] holds exploration rights in the CCZ that were granted by the ISA in January 2012.[41] This exploration contract has an initial term of 15 years, subject to renewal for successive five-year periods, and is set to expire on January 11, 2027.

DGE, a wholly-owned subsidiary of TMC, was registered in Singapore and entered into a service agreement with Marawa Research and Exploration Ltd ("Marawa") and the Republic of Kiribati ("Kiribati") which provided DGE with exclusive exploration rights to an area in the CCZ.[42] However, on November 14, 2024, DGE delivered a formal termination notice to Marawa ending this service agreement, and this termination became effective on January 14, 2025.[43]

TMC USA, a wholly-owned subsidiary of TMC, is the company through which TMC is seeking to pursue deep sea mining activities under the United States' licensing and permitting regime.[44] Originally registered in the State of North Carolina as DeepGreen Resources, LLC on October

[37] See Exhibit 10.14 ("ISA Contract for Exploration (Republic of Nauru) dated as of July 22, 2011") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-15_sustainable.htm.
[38] See Nautilus Minerals Inc, "Material Change Report on Form 51-102F3 for 11 January 2012", *SEDAR* (filed 16 January 2012), online: https://www.sedarplus.ca/csa-party/viewInstance/resource.html?node=W16078&drmKey=0de1941f46203f1a&drr=ssc16e0c772429fa5e0ed3916d67e2ddffaa92bef94a5fdb4ab303413baebf190263441a443888c45440313fb87845d970ux&id=0c11f8b7998bcd96c36321e4358e6240b7bf796df65b8b1b (announcing that TOML, Nautlius' wholly owned subsidiary, had formally signed an agreement with the ISA for exploration rights in the CCZ).
[39] TMC the metals company Inc, News Release, "The Metals Company acquires third seabed contract area to explore for polymetallic nodules" (7 April 2020), online: https://investors.metals.co/news-releases/news-release-details/metals-company-acquires-third-seabed-contract-area-explore.
[40] See Exhibit 10.12 ("Sponsorship Agreement, dated as of March 8, 2008, by and between the Kingdom of Tonga and Tonga Offshore Mining Limited") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-13_sustainable.htm; also see Exhibit 10.1 ("Sponsorship Agreement, dated August 4, 2025, among The Government of The Kingdom of Tonga and Tonga Offshore Mining Limited") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (4 August 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925073359/tm2521867d2_ex10-1.htm.
[41] See Exhibit 10.15 ("ISA Contract for Exploration (Kingdom of Tonga) dated as of January 11, 2012") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-16_sustainable.htm.
[42] See TMC the metals company Inc, "Quarterly Report on Form 10-Q", *United States Securities and Exchange Commission* (15 November 2024) at 34, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/1798562/000110465924119467/tmc-20240930x10q.htm.
[43] Ibid at 26.
[44] The Metals Company, "World First: TMC USA Submits Application for Commercial Recovery of Deep-Sea Minerals in the High Seas Under U.S. Seabed Mining Code", TMC (29 April 2025), online: https://investors.metals.co/news-releases/news-release-details/world-first-tmc-usa-submits-application-commercial-recovery-deep; The Metals Company, "TMC USA Files First Consolidated Deep-Seabed Mining Application, Increasing Expected Commercial Recovery Permit Area to 65,000 km2", *TMC* (22 January 2026), online: https://investors.metals.co/news-releases/news-release-details/tmc-usa-files-first-consolidated-deep-seabed-mining-application.

31, 2013,[45] this subsidiary was twice administratively dissolved for failing to file annual reports (in 2015 and 2023).[46] On the second occasion, the subsidiary waited for over a year to apply for its reinstatement.[47] On January 24, 2025, the subsidiary changed its name to The Metals Company USA, LLC.[48] The following company officials are named in TMC USA's most recent annual report (all with the same address of 954 Lexington Ave #1029, New York, NY 10021): Gerard Barron (Manager), Craig Shesky (Manager), and Andrei Karker (Manager).[49] Michelle Ancosky, named as TMC USA's Corporate Secretary, is listed on that annual report with an address of 404 Greyhawk Circle, Venetia, PA 15367.

TMC has recently been simplifying its corporate structure. On January 1, 2026, TMC amalgamated with its wholly-owned subsidiary DeepGreen Metals ULC, which was an intermediate holding company registered in British Columbia with no operations.[50] Further, several intermediate holding companies in Nauru and Tonga have been dissolved. On April 17, 2024, two TMC subsidiaries (Nauru Education and Training Foundation Inc and Nauru Health and Environment Foundation) provided notice that their shareholders resolved to voluntarily wind up the companies.[51] These two companies together held 100% of NORI's shares.[52]

[45] The Metals Company USA, LLC [formerly DeepGreen Resources, LLC], "Articles of Organization", *State of North Carolina Department of the Secretary of State* (31 October 2013), online: https://sosnc.gov/online_services/search/profile_filings/10376724.
[46] The Metals Company USA, LLC [formerly DeepGreen Resources, LLC], "Certificate of Administrative Dissolution", *State of North Carolina Department of the Secretary of State* (5 February 2015), online: https://sosnc.gov/online_services/search/profile_filings/10376724; The Metals Company USA, LLC [formerly DeepGreen Resources, LLC], "Certificate of Administrative Dissolution", *State of North Carolina Department of the Secretary of State* (17 March 2023), online: https://sosnc.gov/online_services/search/profile_filings/10376724.
[47] The Metals Company USA, LLC [formerly DeepGreen Resources, LLC], "Application for Reinstatement Following Administrative Dissolution of the Limited Liability Company", *State of North Carolina Department of the Secretary of State* (10 July 2024), online: https://sosnc.gov/online_services/search/profile_filings/10376724.
[48] The Metals Company USA, LLC, "Amendment of Articles of Organization", *State of North Carolina Department of the Secretary of State* (24 January 2025), online: https://sosnc.gov/online_services/search/profile_filings/10376724.
[49] The Metals Company USA, LLC, "Amended Limited Liability Company Annual Report", *State of North Carolina Department of the Secretary of State* (22 July 2025), online: https://sosnc.gov/online_services/search/profile_filings/10376724.
[50] See Exhibit 3.1 ("Certificate of Amalgamation of TMC the metals company Inc., effective as of January 1, 2026") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (1 January 2026), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465926000247/tm2534530d1_ex3-1.htm.
[51] Republic of Nauru Government Gazette, no 290 (20 June 2024), online (pdf): https://www.paclii.org/nr/other/NRGovGaz/2024/290.pdf.
[52] See the flowchart of the legal entities in TMC's corporate organization in TMC the metals company Inc, "Prospectus Filed Pursuant to Rule 424(b)(3)", *United States Securities and Exchange Commission* (filed on 22 October 2021) at 75, online (jpg): https://www.sec.gov/Archives/edgar/data/1798562/000121390021054189/tflowchart_001.jpg; see also International Seabed Authority, Legal and Technical Commission, "Application for approval of a plan of work for exploration for polymetallic nodules in the Area by Nauru Ocean Resources Incorporated", ISBA/17/LTC/L.4 (21 June 2011) at 2, online: https://digitallibrary.un.org/record/818492/files/ISBA_17_LTC_L.4-EN.pdf ("NORI is now wholly owned by the Nauru Education and Training Foundation and the Nauru Health and Environment Foundation; two Nauruan foundations which own NORI in equal shares. [...] In addition, all of NORI's shareholders are Nauruan. The Nauruan Education and Training Foundation and the Nauru Health and Environment Foundation are controlled by Nauru and will distribute within the State the income NORI receives from mineral production in the license area.").

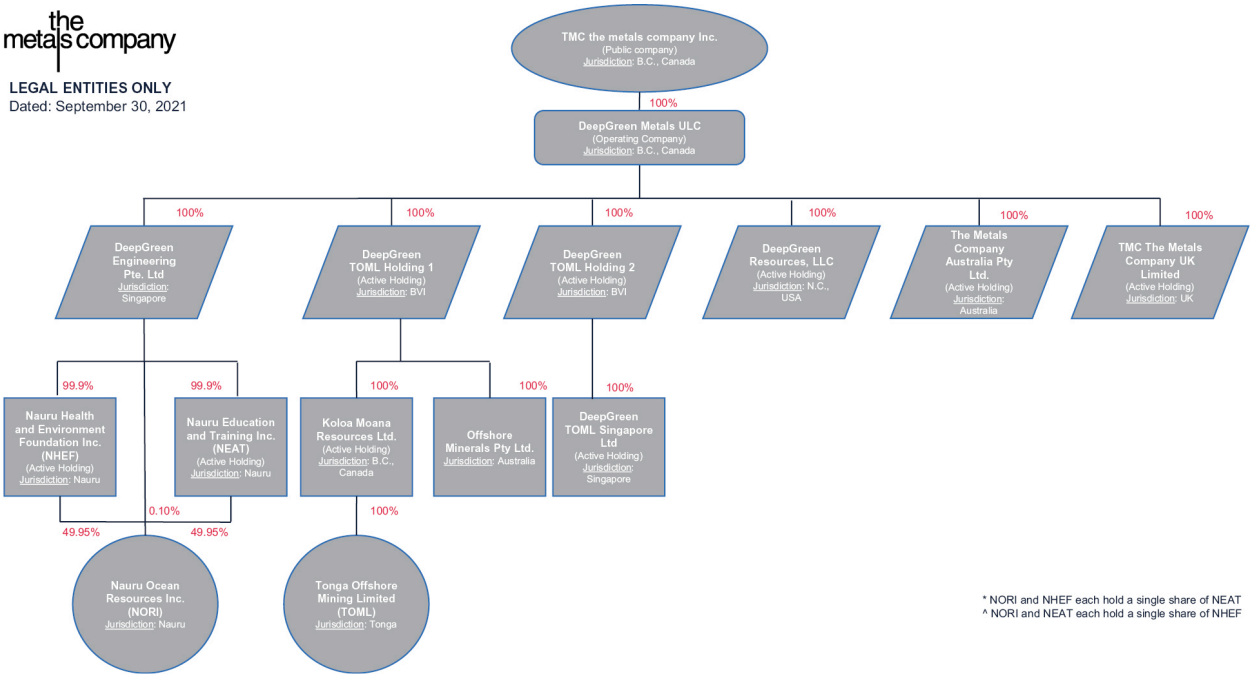

Chart 1: TMC's corporate structure as of September 30, 2021.[53]

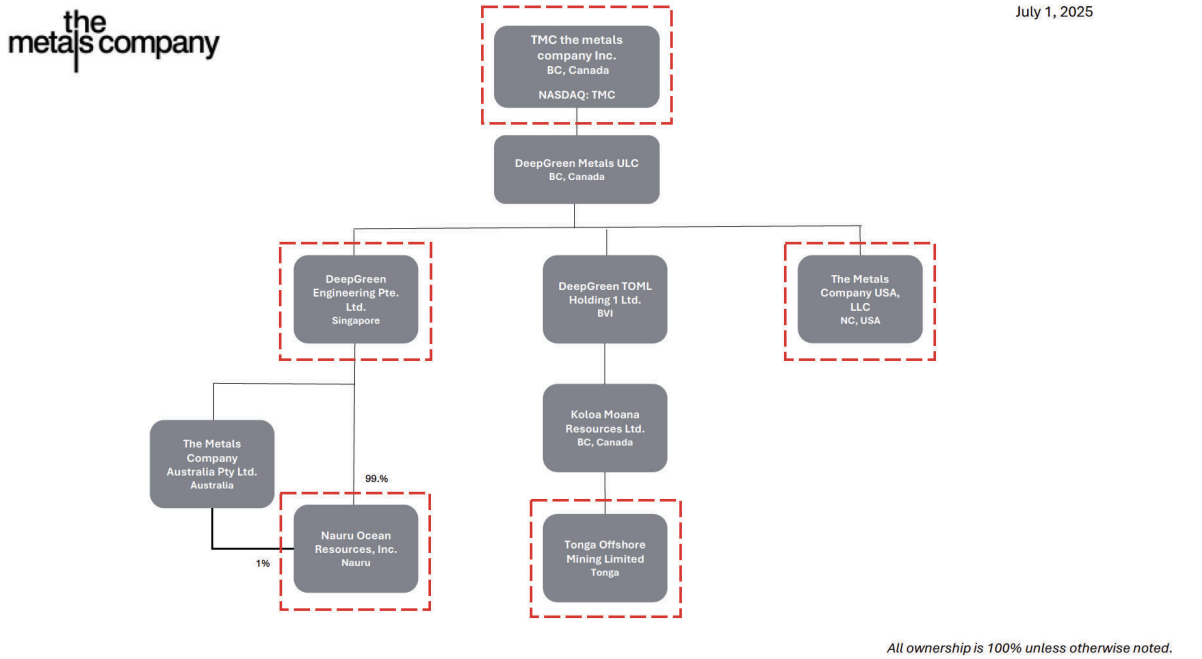

Chart 2: TMC's corporate structure as of July 1, 2025[54] *(note: DeepGreen Metals ULC was amalgamated with TMC the metals company Inc on January 1, 2026).*

[53] https://www.sec.gov/Archives/edgar/data/1798562/000121390021054189/tflowchart_001.jpg.
[54] Appendix 12 ("Organizational Chart") to The Metals Company USA, LLC, "TMC USA: Application for Polymetallic Nodule Exploration License for USA-A" (July 2025), posted by the National Oceanic and Atmospheric Administration (Document ID: NOAA-NOS-2025-0702-0002) on 23 December 2025, online (pdf): https://downloads.regulations.gov/NOAA-NOS-2025-0702-0002/content.pdf.

Ownership & Shareholders

It appears that approximately 37%- 40% of the company is owned by individuals, 13.5% is owned by Korea Zinc, 4.75% is owned by AllSeas, the rest of the investors are institutional (such as private equity) or are otherwise unknown to Greenpeace Canada.[55]

Andrei Karkar

Andrei Karkar ("Karkar") is TMC's single largest non-institutional shareholder, owning an estimated 14.84% of TMC's common shares.[56] Karkar has also served as a Director at TMC since it was established in 2021, and before that Karkar owned more than 5% of DeepGreen's shares.[57]

Karkar serves as Chief Executive Officer of ERAS Holdings LLC, an investment firm for the Karkar family. Karkar holds shares in TMC both directly and indirectly through ERAS Capital LLC, the direct investment arm of ERAS Holdings LLC. Initially, on September 13, 2021, Karkar was listed as a Director and 10% Owner of TMC, and he was reported as having direct or indirect ownership of 39,629,941 of TMC's common shares.[58] As of February 10, 2026, Karkar was still listed as a Director and 10% Owner, and he was reported as having direct or indirect ownership of 61,379,106 of TMC's common shares.[59] Karkar has thus almost doubled his shares in the company, and he has retained his position as TMC's single largest shareholder.

On February 1, 2025, Karkar was arrested in downtown San Francisco on suspicion of rape, robbery, false imprisonment, and assault with a deadly weapon, among other charges.[60] According to the spokesperson for the district attorney's office, "The police had probable cause to arrest Mr. Karkar based on the preliminary evidence gathered to date; however, further investigation is required at this time so that we can make appropriate charging decisions."

Allseas and Affiliates

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[55] The Metals Company - NASDAQ Real time. Online: https://ca.finance.yahoo.com/quote/TMC/holders/. Note: this can change on a daily basis and is a snapshot from approximately February 2026

[56] "TMC THE METALS COMPANY INC", *MarketScreener* (2026), online: https://ca.marketscreener.com/quote/stock/TMC-THE-METALS-COMPANY-IN-126939189/company-shareholders/.

[57] Sustainable Opportunities Acquisition Corp, "Registration Statement on Form S-4", *United States Securities and Exchange Commission* (8 March 2021) at 189, online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021_sustainableoppacq.htm.

[58] TMC the metals company Inc, "Statement of Changes in Beneficial Ownership on Form 4", *United States Securities and Exchange Commission* (filed on 13 September 2021), online: https://www.sec.gov/Archives/edgar/data/1881973/000121390021047788/xslF345X03/ownership.xml.

[59] TMC the metals company Inc, "Statement of Changes in Beneficial Ownership on Form 4", *United States Securities and Exchange Commission* (filed on 10 February 2026), online: https://www.sec.gov/Archives/edgar/data/1881973/000110465926012845/xslF345X05/tm265825-2_4seq1.xml.

[60] Tomo Chien, "Silicon Valley scion arrested on suspicion of rape in downtown SF", *San Francisco Standard* (4 February 2025, updated 5 August 2025), online: https://sfstandard.com/2025/02/04/san-francisco-downtown-andrei-karkar-rape-arrest/.

Allseas Group SA ("Allseas") is the second largest shareholder in TMC, owning an estimated 13.57% of TMC's common shares.[61] Allseas is a Dutch contractor headquartered in Switzerland in the global offshore energy industry, specializing in subsea pipeline construction and the transportation, installation, and removal of offshore facilities.[62]

Allseas and its affiliates are also involved in financing and contracting with TMC. Allseas' immediate parent company is Allseas Investments SA, which in turn is held by Argentum Cedit Virtuti GCV.[63] On March 22, 2023, TMC entered into an unsecured credit facility agreement with Argentum Cedit Virtuti GCV, pursuant to which TMC may borrow up to $25 million, subject to certain conditions.[64] Further, on September 9, 2024, TMC entered into a working capital loan agreement with Allseas Investments SA, under which Allseas Investments SA provided a loan to TMC of $7.5 million.[65] TMC repaid the outstanding loan and interest, amounting to $8 million together, during the second quarter of 2025.[66]

NORI and Allseas have partnered for the development and operation of a commercial nodule collection system (Project Zero), under which Allseas provided TMC with engineering, project management, and vessel use services to develop that system.[67] Under an Exclusive Vessel Use Agreement, Allseas is providing TMC with exclusive use of the *Hidden Gem* until the commercial nodule collection system is completed or December 31, 2026, whichever is earlier.[68]

TMC is heavily reliant on the continuing support of Allseas and its affiliates to ensure that it can engage in exploration and (potentially) exploitation activities in the CCZ.

Gerard Barron

CEO and Chairman of TMC, CEO at TMC USA, Director at NORI and Director at TOML. Barron is the third largest shareholder in TMC, owning an estimated 9.912% of TMC's common shares.[69]

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[61] "TMC THE METALS COMPANY INC", *MarketScreener* (2026), online: https://ca.marketscreener.com/quote/stock/TMC-THE-METALS-COMPANY-IN-126939189/company-shareholders/.
[62] Allseas Group SA, "What We Do", *Allseas* (n.d.), online: https://www.allseas.com/en/what-we-do.
[63] TMC the metals company Inc, "Quarterly Report on Form 10-Q", *United States Securities and Exchange Commission* (filed on 13 November 2025) at 12, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/1798562/000110465925111264/tmc-20250930x10q.htm.
[64] Ibid.
[65] Ibid at 13.
[66] Ibid.
[67] Ibid at 12.
[68] Ibid.
[69] TMC THE METALS COMPANY INC", MarketScreener (2026), online: https://ca.marketscreener.com/quote/stock/TMC-THE-METALS-COMPANY-IN-126939189/company-shareholders/.

Erika Ilves, Chief Strategy Officer and life partner of Gerard Barron, owns an estimated 1.159% of TMC's common shares.[70] In September 2025, she sold 49% of her shares, or 1.6 million shares, making it the biggest insider sale of that year[71]

William George Brumder II

William George Brumder II is the fourth largest shareholder in TMC, owning an estimated 5.517% of TMC's common shares.[72]

Brumder is unique among the other largest shareholders, because he is neither obviously an insider with TMC nor a large corporation: he is an individual investor. Reportedly, he is a 10% owner of GoPro Inc.[73]

Korea Zinc

Korea Zinc Co Ltd ("Korea Zinc") is the fifth largest shareholder in TMC, owning an estimated 4.746% of TMC's common shares.[74] Korea Zinc is a South Korean non-ferrous metal smelting company.[75]

On June 16, 2025, TMC sold Korea Zinc 19,623,376 common shares and accompanying warrants to purchase an aggregate of 6,868,181 common shares, in return for Korea Zinc's payment to TMC of $85.2 million.[76] Pursuant to the securities purchase agreement between TMC and Korea Zinc, a representative of Korea Zinc may serve as a non-voting observer to TMC's board of directors, and that representative may have access to certain information and may attend and provide input at meetings of the board, subject to certain limitations.[77]

In response to concerns about its investment in TMC, Korea Zinc stated on August 20, 2025 that "as only a minority shareholder, [Korea Zinc] is not in a position to determine whether [TMC's DSM] activities constitute violations of international law."[78]

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[70] Ibid.
[71] "Don't Ignore The Insider Selling In TMC. Simply Wall St (05 December 2025), online: https://simplywall.st/stocks/us/materials/nasdaq-tmc/tmc-the-metals/news/dont-ignore-the-insider-selling-in-tmc-the-metals.
[72] TMC THE METALS COMPANY INC", MarketScreener (2026), online: https://ca.marketscreener.com/quote/stock/TMC-THE-METALS-COMPANY-IN-126939189/company-shareholders/.
[73] "Brumder William George sells GoPro (GPRO) shares for $29,880", *Investing.com* (26 September 2025), online: https://ca.investing.com/news/insider-trading-news/brumder-william-george-sells-gopro-gpro-shares-for-29880-93CH-4221422.
[74] TMC THE METALS COMPANY INC", *MarketScreener* (2026), online: https://ca.marketscreener.com/quote/stock/TMC-THE-METALS-COMPANY-IN-126939189/company-shareholders/.
[75] See Exhibit 99.1 ("Press Release dated June 16, 2025") to TMC the metals company, "Current Report on Form 8-K", United States Securities and Exchange Commission (filed on 16 June 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925059701/tm2518091d1_ex99-1.htm.
[76] Ibid.
[77] Ibid.
[78] Climate Ocean Research Institute, Press Release, "Korea Zinc Responds to Controversy Over TMC Investment and Alleged Violations of International Law – Environmental and Social Responsibility Still Lacking", CORI (24 September 2025), online: https://cori.re.kr/en/?p=371&ckattempt=2.

On December 15, 2025, Korea Zinc announced a plan to build a $7.4 billion smelter project in Tennessee that will be funded by the U.S. government.[79] Under this plan, Korea Zinc will sell new shares worth $1.9 billion to a joint venture controlled by the U.S. government and unnamed US-based strategic investors, who would then control about 10% of Korea Zinc. The U.S. Department of Defence will hold a 40% stake in the venture while Korea Zinc's stake will be less than 10%. Korea Zinc will secure the remaining $5.5 billion for the smelting plant in several ways, including through $4.7 billion in loans from the U.S. government and financial institutions, as well as $210 million in subsidies from the U.S. Department of Commerce. Korea Zinc will kickstart the project by acquiring two mining complexes and the only U.S. zinc smelter, owned by Nyrstar, before constructing an integrated facility in Tennessee. Nyrstar expects to close the sale of its U.S. assets to Korea Zinc in the first half of 2026. In late 2025, major Korea Zinc shareholders asked a court to block the company's plan to sell new shares as part of this project. [80] If TMC USA receives a commercial recovery permit from the U.S. and begins to exploit the deep seabed, the critical minerals it recovered may be processed at Korea Zinc's planned smelter project in Tennessee. Korea Zinc is thus essential for TMC's long-term profitability.

In April 2025, South Korean prosecutors launched an investigation into Korea Zinc and raided offices as part of an investigation into the company's new share issue plan. Regulators had asked prosecutors to investigate Korea Zinc over allegations that its now scrapped plan to issue new shares involved unfair practices. In November of the previous year, the chairman of Korea Zinc's board Yun B. Choi dropped a plan to issue new shares worth $1.8 billion that had sparked an investigation by the financial watchdog and a share sell-off.[81] In December 2025, a South Korean court rejected a request by two major shareholders of Korea Zinc - MBK Partners and YoungPoong - to block the zinc refiner's plan to issue new shares to help fund a $7.4 billion U.S. smelter project.[82]

Financials

TMC reported a net loss of approximately $184.5 million, or $0.46 per share, for the quarter ended September 30, 2025, compared to a net loss of $20.5 million, or $0.06 per share, for the quarter ended September 30, 2024.[83] TMC stated that the increased net loss in the quarter

[79] The information in this paragraph is drawn from Hyunjoo Jin, Heejin Kim, and Ernest Schedyder, "Korea Zinc to build $7.4 billion US minerals refinery with Trump's support", Reuters (15 December 2025), online: https://www.reuters.com/world/asia-pacific/korea-zinc-board-discuss-plan-build-smelter-under-us-joint-venture-source-says-2025-12-15/.
[80] Kim, Heejin et al. "Korea Zinc Shareholders Ask Court to Block Share Sale in $7.4B US Project." MINING.COM, 16 Dec. 2025, www.mining.com/web/korea-zinc-shares-fall-11-after-reports-top-shareholders-may-seek-to-block-us-smelter-plan/. https://www.mining.com/web/korea-zinc-shares-fall-11-after-reports-top-shareholders-may-seek-to-block-us-smelter-plan/.
[81] Min-hee , Jung. "Prosecutors Conduct Search and Seizure on Korea Zinc Over Alleged Fraud in Capital Increase", Business Korea (23 April 2025), https://www.businesskorea.co.kr/news/articleView.html?idxno=240593.
[82] Heejin, Jin,. "South Korean Court Rejects Request to Block Korea Zinc Share Sale Linked to US Smelter." Yahoo Finance, 24 Dec. 2025, finance.yahoo.com/news/south-korean-court-rejects-request-043227743.html.
[83] https://www.sec.gov/Archives/edgar/data/1798562/000110465925111272/tm2531198d1_ex99-1.htm.

ended September 30, 2025 was primarily affected by non-cash and non-recurring items, including share-based compensation impacted by one-time grants, fair value changes in the royalty and warrant liabilities, and the recognition of warrant costs associated with updated sponsorship agreements with Nauru and Tonga.[84,85]

In 2025, Iceberg Research found that TMC's assumptions regarding costs and revenue were misrepresented. According to its initial assessment in 2021, TMC valued its flagship project, NORI-D, at a net present value ("NPV") of US$6.8 billion.[86] Based upon a revision of the various assumptions made for the assessment, Iceberg Research estimated the actual net present value to be negative US$721 million, 111% lower than TMC's projected NPV of US$6.8 billion.[87]

[84] Ibid.
[85] See Exhibit 10.15 ("ISA Contract for Exploration (Kingdom of Tonga) dated as of January 11, 2012") in TMC the metals company Inc, *Current Report in Form 8-K*, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-16_sustainable.htm.
[86] See Exhibit 96.1. Technical Report Summary. AMC Consultants (17 March 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021033645/fs42021a2ex96-1_sustainable.htm.
[87] The Metals Company ($TMC): a Remake of the Nautilus Fiasco. Iceberg Research (25 May 2025), online: https://iceberg-research.com/2025/05/27/the-metals-company-tmc-a-remake-of-the-nautilus-fiasco/.

TMC's Pathway to Deep Sea Mining Permits

ISA Permits

All deep sea mining licenses in international waters must be obtained through the International Seabed Authority ("ISA"), whether the applicant is a state, corporation, or individuals. Established under Article 156 of UNCLOS, the ISA is charged with regulating the organization, conduct, and control of mining activities in the deep seabed beyond national jurisdiction (referred to as "the Area"), acting on behalf of humankind as a whole. To this end, the ISA is mandated to promulgate rules, regulations and procedures ("RRPs") to govern activities in the Area and to provide for the equitable sharing of the financial and economic benefits derived from such activities while balancing the principle of the common heritage of humankind. This is explicitly reflected in Article 145 of UNCLOS, which requires the ISA to adopt RRPs that ensure the effective protection of the marine environment from the harmful effects of activities in the area.

Two of TMC's wholly-owned subsidiaries, Nauru Ocean Resources Inc ("NORI") and Tonga Offshore Mining Limited ("TOML") hold exploration contracts granted by the International Seabed Authority ("ISA"). As provided by UNCLOS, if there will ever be deep sea mining of the international seabed (declared the Common Heritage of Humankind), it must benefit developing countries. TMC would not be able to have these exploration concessions without the partnerships with Nauru and Tonga.

At the moment, NORI and TOML do not have exploitation licenses and the ISA is still far away[88] from finalizing the rules, regulations and procedures for deep sea mining, which include, among others, associated standards and guidelines, rules for the sharing of economic benefits, and specifics in regard to Regional Environmental Management Plans. Rather than waiting for due process, TMC has shifted its focus and is putting increased energy into an alternative pathway under the U.S. seabed mining code[89], while continuing its efforts at the ISA.

U.S. Permits

In 2025 the Trump administration issued an Executive Order directing agencies to expedite the

[88] Chris Pickens, Hannah Lily, Ellycia Harrould-Kolieb, Catherine Blanchard, Anindita Chakraborty, From what-if to what-now: Status of the deep-sea mining regulations and underlying drivers for outstanding issues, Marine Policy, Volume 169, 2024, 105967, ISSN 0308-597X, https://doi.org/10.1016/j.marpol.2023.105967.
[89] Gerard Barron, "Message to the Shareholders" in TMC the metals company Inc, *2024 Annual Report*, United States Securities and Exchange Commission (18 April 2025), online: https://www.sec.gov/Archives/edgar/data/0001798562/000110465925036268/tm252536d3_ars.pdf.

process for issuing exploration licenses and commercial recovery permits in both U.S. and international waters.[90]

On March 27, 2025, TMC announced that its subsidiary TMC USA had formally initiated a process with the National Oceanic and Atmospheric Administration ("NOAA") to apply for exploration licenses and commercial recovery permits under existing U.S. legislation, the *Deep Seabed Hard Minerals Act* (DSHMRA).[91] According to Gerard Barron, TMC believes that "the United States offers a stable, transparent, and enforceable regulatory path. TMC USA expects to submit applications to NOAA in the second quarter of 2025. We're encouraged by the growing recognition in Washington that nodules represent a strategic opportunity for America—and we're moving forward with urgency."[92]

On April 28, 2025, TMC's wholly-owned subsidiary TMC USA formally submitted applications for two exploration licenses (TMC USA Application A and TMC USA Application B) and one commercial recovery permit to NOAA, pursuant to DSHMRA.[93] The exploration applications are to secure exploration rights over two areas in the CCZ, namely TMC USA-A and TMC USA-B, covering a total area of 187,017 square kilometres, and the commercial recovery application is to secure commercial recovery rights for a subset of the TMC USA-A area covering over 25,160 square kilometres, namely TMC USA-A_2.[94]

Before any license or permit is issued, NOAA must determine that the proposed activities meet a series of statutory requirements, including that the activity: (i) will not unreasonably interfere with the lawful use of the high seas by other states; (ii) is consistent with U.S. foreign policy and international obligations; (iii) does not create a risk to international peace and security; (iv) is not expected to result in significant adverse environmental affects; and (v) does not pose undue risk to life or property at sea.[95]

Exploration licenses under DSHMRA grant exclusive rights to conduct technical studies in a defined area and are issued for ten-year terms, subject to extension. Commercial recovery

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[90] Executive Order No 14285, "Unleashing America's Offshore Critical Minerals and Resources", 90 Fed Reg 17735 (24 April 2025), online: https://www.whitehouse.gov/presidential-actions/2025/04/unleashing-americas-offshore-critical-minerals-and-resources/.
[91] *Deep Seabed Hard Minerals Act of 1980*, 30 USC 1401 *et seq*.
[92] See Exhibit 99.1 ("Press Release dated March 27, 2025") in TMC the metals company Inc, *Current Report on Form 8-K*, United States Securities and Exchange Commission (27 March 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925028770/tm2510631d2_ex99-1.htm.
[93] TMC the metals company Inc, "World First: TMC USA Submits Application for Commercial Recovery of Deep-Sea Minerals in the High Seas Under US Seabed Mining Code", *TMC* (29 April 2025), online: https://investors.metals.co/news-releases/news-release-details/world-first-tmc-usa-submits-application-commercial-recovery-deep.
[94] See Item 18.01 ("Other Events") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (12 May 2025), online: https://www.sec.gov/ix?doc=/Archives/edgar/data/1798562/000110465925047373/tm2513980d1_8k.htm.
[95] *Deep Seabed Mining Regulations for Exploration Licenses*, 15 CFR 970.503–507; see also TMC the metals company Inc, *Quarterly Report for the Quarterly Period Ended September 30, 2025 on Form 10-Q*, United States Securities and Exchange Commission (13 November 2025) at 33, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/1798562/000110465925111264/tmc-20250930x10q.htm.

permits authorize full-scale extraction for a twenty-year period, subject to extension, and are further subject to enhanced environmental and operation requirements. To date, NOAA has issued four exploration licenses, of which two (USA-1 and USA-4) remain active and are currently held by Lockheed Martin. These licenses have been renewed until 2027 in accordance with DSHMRA's provisions, which require NOAA to grant extensions if the licensee has substantially complied with license terms. To date, NOAA has never issued a commercial recovery permit as no U.S. entity had applied for such a permit prior to TMC USA.[96]

On January 21, 2026, NOAA published a rule to fast-track deep sea mining permits, enabling proponents to submit exploration and commercial recovery data together rather than in concurrent applications. One day later, TMC issued a press release announcing that TMC USA had formally submitted a consolidated application to the United States' National Oceanic and Atmospheric Administration ("NOAA") for an exploration license and a commercial recovery (i.e., exploitation) permit for polymetallic nodules in the Clarion Clipperton Zone ("CCZ").[97] This application was the first filed under NOAA's new consolidated application and review process.The application covers a ~65,000km2 exploration and commercial recovery area in the CCZ, compared to the ~25,000km2 commercial recovery area in TMC USA's initial commercial recovery permit application from April 2025.[98]

The public comment period for TMC USA's two exploration license applications closed on February 23, 2026. However, now that those applications have been superseded by TMC's consolidated application of January 22, 2026, it is unclear how far along TMC USA is to obtaining exploration licenses and commercial recovery permits from the US.

It is important to note that NOAA has no direct regulatory authority in international waters, as its jurisdiction is primarily limited to U.S. territorial waters and their Exclusive Economic Zone ("EEZ").[99] In order for The Metals Company to obtain deep sea mining licenses for the Clarion-Clipperton Zone, the proper process is through the International Seabed Authority.

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[96] Caitlin Keating-Bitonti, "US Interest in Seabed Mining in Areas Beyond National Jurisdiction: Brief Background and Recent Developments", *Congressional Research Service* (18 February 2026), online: https://www.congress.gov/crs_external_products/IF/PDF/IF12608/IF12608.17.pdf.

[97] See Exhibit 99.1 ("Press Release dated January 22, 2026") in TMC the metals company Inc, *Current Report on Form 8-K*, United States Securities and Exchange Commission (22 January 2026), online: https://www.sec.gov/ix?doc=/Archives/edgar/data/1798562/000110465926005629/tm263828d1_8k.htm.

[98] Ibid.

[99] U.S. Maritime Limits & Boundaries. NOAA. Accessed on 26 February 2026, online: https://nauticalcharts.noaa.gov/data/us-maritime-limits-and-boundaries.html.

Legal Concerns and Considerations regarding TMC

Violation of International Law

TMC is circumventing, and is thereby potentially violating, international law by using the U.S. permitting process to secure licenses and permits to engage in extractive activities in the deep seabed. Unilateral mining is unlawful both as a matter of treaty law (UNCLOS)[100] and customary international law. According to the ISA:

> It is important to state that the legal mandate to regulate mineral-related activities in the seabed beyond coastal countries' national jurisdictions (the Area) rests solely with the International Seabed Authority (ISA), as enshrined in the United Nations Convention on the Law of the Sea (UNCLOS).
>
> As a result, no private entity or State may undertake such activities outside this framework without contravening the international legal regime, including customary international law, that governs the Area as the common heritage of humankind. Any action outside this multilateral system undermines this principle.[101]

The unilateral exploration and exploitation of resources that belong to all of humanity, not any particular state or states, is prohibited. This applies to all States, whether they are parties to UNCLOS or not.While United States is not a party to UNCLOS,[102] it is bound by elements of UNCLOS that reflect customary international law, and to which it is not a persistent objector.[103] The U.S. is in clear violation of the customary international law prohibition against the unilateral appropriation of the deep seabed and its resources by states, individuals, and corporations.[104]

The deep seabed (referred to as the "Area") and its resources are the "common heritage of mankind", and all rights in these resources are "vested in mankind as a whole" and not subject

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[100] *United Nations Convention on the Law of the Sea*, 10 December 1982, 1833 UNTS 397 [*UNCLOS*].
[101] "FAQs - International Seabed Authority", (9 July 2025), online: International Seabed Authority - International Seabed Authority, https://isa.org.jm/faq-for-media/.
[102] Congressional Research Services, Seabed Mining in Areas Beyond National Jurisdiction: Issues for Congress Updated July 15, 2025, (hereafter CRS) https://www.congress.gov/crs-product/R47324.
[103] LOSC Article 153(1). See also Joanna Dingwall, "Commercial Mining Activities in the Deep Seabed beyond National Jurisdiction: the International Legal Framework" in Catherine Banet (ed), New Uses of the Seabed, (Brill 2019) 139 – 162 at 146, open access https://brill.com/downloadpdf/title/54208 "Fundamentally, pursuant to the regime, States and other actors are prohibited from conducting unilateral deep seabed mining activities." and "[A]ll exploration and exploitation activities in the Area are subject to the permission oversight of the ISA." ; Coalter Lathrop, "The Latest Trump Threat to International Law: Unilaterally Mining the Area" May 6, 2025 EJIL, https://www.ejiltalk.org/the-latest-trump-threat-to-international-law-unilaterally-mining-the-area/.
[104] This prohibition is reflected within Articles 136 and 137 of UNCLOS.

to alienation. All States[105] are prohibited from claiming or exercising sovereignty or sovereign rights over the Area and its resources, or from recognizing any such claims or exercises by other States. Most importantly, all States and natural or juridical persons (i.e., individuals and corporations) are prohibited from unilaterally appropriating any part of the Area or its resources. Any commercial exploitation outside of national jurisdiction carried out without the authorization of ISA would constitute a violation of international law.

Activities outside the international legal framework would compromise the integrity of the common heritage framework and the regulatory regime established by UNCLOS to manage it. Unilateral exploitation of the deep seabed would undermine the legitimacy of the multilateral system, which is essential for the international community to organize and coordinate its respective rights and duties in a space that belongs to all. TMC's actions in seeking approval from the U.S. government shows little respect for international law and other States and companies who seek to follow international law.

The Secretary-General of the ISA, Madam Leticia Carvalho, expressed deep concern over TMC's announcement to seek a U.S. permit for deep sea mining, bypassing the ISA's established legitimate framework. Secretary-General Carvalho emphasized that such unilateral actions violate international law and undermine the principle of the seabed as the common heritage of humankind, as enshrined in UNCLOS. She reaffirmed the ISA's exclusive mandate to oversee all mineral-related activities in the Area and called for continued multilateral cooperation to ensure that seabed resources are managed for the benefit of all humanity.[106]

The Trump administration's executive order and the US's DSM regulatory regime under DSHMRA, cannot supersede international law. It is unfortunate that TMC has taken this path putting their faith in a process that goes against collective agreements made among most countries to ensure our collective futures.

Canada's Obligations Under UNCLOS

Given that TMC is a Canadian company, this begs the question of what responsibility and obligations Canada has under international law in relation to a Canadian company seeking to engage in unilateral deep sea mining activities.

[105] Notably, the text of UNCLOS provides that the prohibition against unilateral appropriation of the deep seabed and its resources applies to "States", not merely "States Parties". Other provisions in UNCLOS refer specifically to "States Parties" when establishing rights or obligations, so the textual distinction here militates in favour of a broader interpretation of the prohibition as a "norm-creating" provision that has crystallized into a rule of customary international law, rather than simply a prohibition only binding upon States Parties to the Convention.
[106] "FAQs - International Seabed Authority", (9 July 2025), online: International Seabed Authority - International Seabed Authority https://isa.org.jm/faq-for-media/.

Canada has binding obligations respecting the deep seabed and its resources as a State Party to UNCLOS. Canada ratified UNCLOS on November 7, 2003, and UNCLOS entered into force for Canada on December 7, 2003. As a State Party to UNCLOS, Canada has treaty rights and obligations, including in relation to the deep seabed and its resources beyond national jurisdiction.[107]

As a State party to UNCLOS, Canada is also obliged to ensure that activities in the Area (i.e., exploration and exploitation activities), whether carried out by Canada, or state enterprises or natural or juridical persons (i.e., individuals or corporations) which possess the nationality of Canada or are effectively controlled by Canada or Canadian nationals, are carried out in conformity with Part XI of UNCLOS (including receiving approvals from the ISA for any activities in the Area).[108] This legal obligation extends to entities effectively controlled by a Canadian company. As such, Canada has a due diligence obligation to ensure that a Canadian company does not engage in unilateral mining activities.

Given that TMC is a Canadian company, it is important that Canada ensures that activities undertaken by TMC are carried out in conformity with UNCLOS. This due diligence obligation is "to deploy adequate means, to exercise best possible efforts, to do the utmost to obtain the result";[109] Canada is required to take measures necessary to ensure compliance that are "reasonably appropriate", and to adopt these measures within its legal system.[110] The standard of due diligence varies depending on the particular circumstances to which an obligation of due diligence applies, informed by such factors as scientific and technological information, relevant international rules and standards, the risk of harm, and the urgency involved.[111] While Canada has voiced support for a moratorium on deep sea mining, it has not enacted legislation or regulations which governs deep sea mining activities of Canadian nationals or entities controlled by Canadian nationals. Canada has thus not taken "reasonably appropriate", necessary measures to ensure compliance with obligations under UNCLOS.

Finally, States have an obligation not to recognize any claim, acquisition of resources or exercise of rights over the resources of the Area that is made in any manner other than in accordance with Part XI of UNCLOS, the 1994 Agreement and the rules, regulations and

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[107] Law of the Sea: United National Convention. Environment and Climate Change Canada. https://www.canada.ca/en/environment-climate-change/corporate/international-affairs/partnerships-organizations/law-sea-united-nations-convention.html.

[108] *United Nations Convention on the Law of the Sea*, art 139, para 1. See *Responsibilities and obligations of States with respect to activities in the Area, Advisory Opinion, 1 February 2011, ITLOS Reports 2011* at paras 103, 108. While the Tribunal was focused here on the obligations and liabilities of Sponsoring States, its findings on the due diligence obligation to ensure compliance are equally applicable to States Parties as a whole.

[109] *Responsibilities and obligations of States with respect to activities in the Area, Advisory Opinion, 1 February 2011, ITLOS Reports 2011* at para 110.

[110] *Responsibilities and obligations of States with respect to activities in the Area, Advisory Opinion, 1 February 2011, ITLOS Reports 2011* at para 120.

[111] *Responsibilities and obligations of States with respect to activities in the Area, Advisory Opinion, 1 February 2011, ITLOS Reports 2011* at para 117.

procedures of ISA. This also raises the question of whether permits granted to TMC under the U.S. process would or should be legally recognized by Canada or other States that are party to UNCLOS.Furthermore, if TMC is successful in mining under the U.S. permits, whether the product would be obtained in violation of international law and therefore illegal for TMC to sell.

TMC's Relationships with Nauru and Tonga

The manner in which TMC is proceeding puts Nauru and Tonga in a difficult position as it relates to international law. Nauru and Tonga have sponsored NORI and TOML, TMC's wholly owned subsidiaries, to undertake exploration (and potentially exploitation) activities in the Area under the ISA. According to the ISA, "any exploration or exploitation activities in the Area must be conducted under a contract with ISA and in accordance with the rules, regulations and procedures ISA has established. Under UNCLOS, States have a duty not to recognize any "claim, acquisition or exercise" of rights over minerals recovered from the Area by any State or by any natural or juridical person, unless conducted in accordance with Part XI of UNCLOS.[112] This raises the question of the relationship of Nauru and Tonga with NORI and TOML moving forward as sponsoring countries if TMC is given approval for and chooses to proceed with deep sea mining under the U.S. permitting process.

TMC's wholly owned subsidiaries NORI and TOML hold exploration contracts with the ISA, which provide NORI and TOML with exclusive rights to explore for polymetallic nodules in certain areas in the Clarion-Clipperton Zone ("CCZ"). In order to hold those ISA contracts and carry out activities in the Area, NORI and TOML are sponsored by the countries of Nauru[113] and Tonga,[114] respectively. The relationships between NORI, TOML and their respective sponsorship countries are formalized through sponsorship agreements[115] while the ISA contracts with the respective nations.[116] The nature of these sponsorship agreements formalize

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[112] *UNCLOS*, art 137(3).
[113] See Exhibit 10.17 ("Certificate of Sponsorship signed by the Government of Nauru on April 11, 2011") in TMC the metals company Inc, *Current Report in Form 8-K*, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021039153/fs42021a4ex10-24_sustainable.htm.
[114] See Exhibit 10.12 ("Sponsorship Agreement, dated as of March 8, 2008, by and between the Kingdom of Tonga and Tonga Offshore Mining Limited") in TMC the metals company Inc, *Current Report in Form 8-K*, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-13_sustainable.htm.
[115] For Nauru, see Exhibit 10.17 ("Certificate of Sponsorship signed by the Government of Nauru on April 11, 2011") in TMC the metals company Inc, *Current Report in Form 8-K*, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021039153/fs42021a4ex10-24_sustainable.htm and Exhibit 10.13 ("Sponsorship Agreement, dated as of June 5, 2017, by and between the Republic of Nauru, the Nauru Seabed Minerals Authority, and Nauru Ocean Resources Inc") in TMC the metals company Inc, *Current Report in Form 8-K*, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-14_sustainable.htm; for Tonga, see Exhibit 10.12 ("Sponsorship Agreement, dated as of March 8, 2008, by and between the Kingdom of Tonga and Tonga Offshore Mining Limited") in TMC the metals company Inc, *Current Report in Form 8-K*, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-13_sustainable.htm;
[116] For Nauru, see Exhibit 10.14 ("ISA Contract for Exploration (Republic of Nauru) dated as of July 22, 2011") in TMC the metals company Inc, *Current Report in Form 8-K*, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-15_sustainable.htm; for Tonga, see Exhibit 10.15 ("ISA Contract for Exploration (Kingdom of Tonga) dated as of January 11, 2012") in TMC the metals company Inc, *Current*

the obligations of the parties in terms of NORI and TOML's exploration and potential exploitation of the contract areas.

Nauru and Tonga have an obligation to ensure that activities in the Area are carried out in conformity with Part XI of UNCLOS and the rules, regulations, and procedures of the ISA. Nauru and Tonga's direct obligations are: (1) to assist the ISA in the exercise of control over activities in the Area; (2) to apply a precautionary approach; (3) to apply best environmental practices; (4) to take measures to ensure the provision of guarantees in the event of an emergency order by the ISA for protection of the marine environment; (5) to ensure the availability of recourse for compensation in respect of damage caused by pollution; and (6) to conduct environmental impact assessments.[117] If this is the case, NORI and TOML may be in breach of their contractual obligations under Sections 13 and 27 of the Standard Clauses for the Exploration Contracts, and more widely under UNCLOS and the 1994 Agreement. The ISA Council decision ISBA/30/C/19 initiated an inquiry into ISA Contractors at risk of non-compliance with their contractual obligations, in particular with Sections 13 and 27 of the Standard Clauses for the Exploration Contract.[118]

As per Nauru's sponsorship agreement with NORI, upon reaching the minimum recovery level within the exploitation contract area, NORI will pay Nauru a seabed mineral recovery payment based on the polymetallic nodules recovered from the exploitation contract area. In addition, NORI will pay an administration fee each year to Nauru for such administration and sponsorship, which is subject to review and increase in the event NORI is granted an ISA Exploitation permit. In 2025, the sponsorship agreement was updated between Nauru and NORI which provides NORI with exclusive right to explore for polymetallic nodules in the ISA contract area, pursuant to its ISA Exploration Contract.[119] In return for Nauru's continued sponsorship, NORI will make cash payments ("Continuity Benefits") to Nauru. The Continuity Benefits would only be payable if (a) a subsidiary of TMC other than NORI (i.e., TMC USA) obtains a permit, license or other authorization from the United States for the conduct of deep seabed mineral activities; and (b) that subsidiary (i.e., TMC USA) commences commercial recovery activities of deep seabed minerals pursuant to that permit, license or other

Report in Form 8-K, United States Securities and Exchange Commission (15 September 2021), online: https://www.sec.gov/Archives/edgar/data/1798562/000121390021020731/fs42021ex10-16_sustainable.htm.

[117] *Responsibilities and obligations of States with respect to activities in the Area*, Advisory Opinion, 1 February 2011, ITLOS Reports 2011, p 10 at para 122.

[118] ISBA/19/C/17. Regulations on Prospecting and Exploration for Polymetallic Nodules in the Area. Annex IV. Standard Clauses for the Exploration Contract. Available at https://isa.org.jm/wp-content/uploads/2022/04/isba-19c-17_0-2.pdf.

[119] See Exhibit 10.1 ("Sponsorship Agreement, dated May 29, 2025, among the Government of the Republic of Nauru, the Nauru Seabed Minerals Authority, and Nauru Ocean Resources Inc") in TMC the metals company Inc, *Current Report on Form 8-K*, United States Securities and Exchange Commission (4 June 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925056465/tm2516970d1_ex10-1.htm.

authorization. If such conditions are triggered, the range of Continuity Benefits to Nauru will be between $265 million and $515 million.[120]

In connection with the Revised Sponsorship Agreement, TMC entered into a Deed of Guarantee and Indemnity in favour of Nauru under which TMC guarantees certain obligations of NORI and provides customary indemnities.[121] On May 30, 2025, in accordance with the Revised Sponsorship Agreement, TMC issued 9,146,268 warrants ("Nauru Warrants") to Nauru to purchase the common shares of TMC at an exercise price of $4.72 per share with an expiration date of May, 30, 2030. The Nauru Warrants cannot be exercised until the following conditions have been met: (a) a subsidiary of TMC other than NORI obtains a permit, license, or other authorization from the United States for the conduct of deep seabed mineral activities; and (b) the subsidiary other than NORI commences commercial recovery activities of deep seabed minerals pursuant to that permit, license or other authorization.

TOML also revised its Sponsorship Agreement with the Kingdom of Tonga in August 2025.[122] This revision provides TOML with exclusive right to explore for polymetallic nodules in the ISA contract area, pursuant to its ISA Exploration Contract. Tonga will continue to sponsor TOML's seabed mineral activities in the area as per the terms of this Sponsorship Agreement. In return for Tonga's continued sponsorship, TOML will make cash payments ("Continuity Benefits") to Tonga. The Continuity Benefits would only be payable if (a) a subsidiary of TMC other than TOML in TOML's ISA Contract Area (i.e., TMC USA) obtains a permit, license or other authorization from the United States for the conduct of deep seabed mineral activities; and (b) that subsidiary (i.e., TMC USA) commences commercial recovery activities of deep seabed minerals pursuant to that permit, license or other authorization in TOML's ISA Contract Area. The range of Continuity Benefits to Tonga will be between $75 million and $200 million.[123]

In connection with the Revised Sponsorship Agreement, TMC entered into a Deed of Guarantee and Indemnity in favour of Tonga under which TMC guarantees certain obligations of TOML and

[120] Pursuant to Nauru's Revised Sponsorship Agreement, "NORI will ensure that the total amount of monetary payments [Continuity Benefits] made to the Republic equals a minimum of USD 265 million and may be up to a maximum of USD 515 million subject to TMC's market capitalization meeting thresholds agreed between the Parties": Ibid, s 23.5(d).
[121] See Exhibit 10.2 ("Deed of Guarantee and Indemnity, dated May 29, 2025, by TMC the metals company Inc in favour of the Government of the Republic of Nauru") in TMC the metals company Inc, *Current Report on Form 8-K*, United States Securities and Exchange Commission (4 June 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925056465/tm2516970d1_ex10-2.htm.
[122] See Exhibit 10.1 ("Sponsorship Agreement, dated August 4, 2025, among The Government of The Kingdom of Tonga and Tonga Offshore Mining Limited") in TMC the metals company Inc, *Current Report on Form 8-K*, United States Securities and Exchange Commission (4 August 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925073359/tm2521867d2_ex10-1.htm.
[123] The copy of Tonga's Revised Sponsorship Agreement filed with the SEC redacts the minimum and maximum Continuity Benefits payable to Tonga: Ibid, s 24.6(d). However, TMC has disclosed the minimum and maximum Continuity Benefits payable to Tonga: see TMC the metals company Inc, "Quarterly Report on Form 10-Q", *United States Securities and Exchange Commission* (filed on 13 November 2025) at 28, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/1798562/000110465925111264/tmc-20250930x10q.htm.

provides customary indemnities.[124] On August 4, 2025, in accordance with the Revised Sponsorship Agreement, TMC issued 1,000,000 warrants ("Tonga Warrants") to Tonga to purchase the common shares of TMC at an exercise price of $5.87 per share with an expiration date of August 4, 2033. The Tonga Warrants cannot be exercised until the following conditions have been met: (a) a subsidiary of TMC other than TOML obtains a permit, license, or other authorization from the United States for the conduct of deep seabed mineral activities; and (b) the subsidiary other than TOML commences commercial recovery activities of deep seabed minerals pursuant to that permit, license or other authorization.

Nauru and Tonga may be paid the Continuity Benefits and exercise their respective Warrants once TMC USA commences commercial recovery activities (i.e., exploitation activities), pursuant to a commercial recovery permit issued by the US. Nauru and Tonga may thus benefit financially from TMC engaging in deep sea mining unilaterally outside the ISA's regulatory system. The Revised Sponsorship Agreements, particularly the Continuity Benefits and Warrants provided, could be seen as a breach of Nauru and Tonga's obligations as sponsoring States under UNCLOS.

It is relevant to add that the TMC USA unilateral mining application(s) would not have been possible without the data collected by NORI and TOML under the ISA explorations contracts. Examined evidence indicates proactive, coordinated involvement from NORI and TOML, notably the existence of an intercompany intellectual property and data-sharing agreement between TMC USA and TMC's subsidiaries NORI, TOML and DeepGreen Engineering Pte. Ltd. (DGE).[125]

These countries therefore find themselves in a difficult position, as they must weigh the potential financial benefits against the risk of violating international law. TMC has a market net worth of allegedly $2.5 billion USD D while the GDP of Tonga is estimated at around $500 million and Nauru at around $162 million. There is a clear monetary disparity and power imbalance between the company and the countries sponsoring its activities. The relationship between TMC and the sponsoring States mirrors a classic colonial model of western corporations with poorer nation States.

[124] See Exhibit 10.2 ("Deed of Guarantee and Indemnity, dated August 4, 2025, by TMC the metals company Inc in favour of The Kingdom of Tonga") in TMC the metals company Inc, *Current Report on Form 8-K*, United States Securities and Exchange Commission (4 August 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925073359/tm2521867d2_ex10-2.htm.

[125] TMC USA USA-A - Exploration License Application, posted by the National Oceanic and Atmospheric Administration on Dec 23, 2025 (p.6). The IP sharing agreements in the Annex are redacted. Available at https://www.regulations.gov/document/NOAA-NOS-2025-0702-0002.

Who holds responsibility for TMC's actions?

The signs point to the parent company TMC as the dominating force behind its subsidiaries actions and therefore should hold legal liability for the actions of its subsidiaries and intermediaries.

The parent company TMC is a Vancouver, BC-based company that is registered under the laws of British Columbia.[126] Its subsidiaries include NORI, TOML, The Metals Company USA (TMC USA), each registered within different jurisdictions.[127] The general rule in Canadian corporate law is that subsidiaries are legal entities, separate, and independent from their shareholders, and that parent corporations[128]. However, the general rule of corporate separateness is not absolute, and Canadian courts hold a discretionary power to 'pierce the corporate veil' and hold parent companies liable for the actions of their subsidiaries[129].

While there is no definitive legal conclusion being drawn here, the company ownership, management structure, official statements, press releases, and corporate filings strongly indicate that while legally distinct, NORI, TOML, and The Metals Company USA (TMC USA) appear to operate with a single coordinated strategy under the direct control and strategic direction of their parent company, The Metals Company (TMC).

Firstly, in financial filings, TMC has stated that "*Unless the context otherwise requires, references to "we", "us", "our", "TMC" and "the Company" are intended to mean the business and operations of TMC the metals company Inc. and its consolidated subsidiaries.*"[130] For example, in TMC's quarterly report for the period ended September 30, 2025: "At the same

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[126] See TMC the metals company Inc, "Quarterly Report on Form 10-Q", *United States Securities and Exchange Commission* (filed on 13 November 2025) at 1, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/0001798562/000110465925111264/tmc-20250930x10q.htm.

[127] For NORI's status as a company registered in Nauru, see Exhibit 10.1 ("Sponsorship Agreement, dated May 29, 2025, among the Government of the Republic of Nauru, the Nauru Seabed Minerals Authority, and Nauru Ocean Resources Inc") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (4 June 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925056465/tm2516970d1_ex10-1.htm; for TOML's status as a company registered in Tonga, see Exhibit 10.1 ("Sponsorship Agreement, dated August 4, 2025, among The Government of The Kingdom of Tonga and Tonga Offshore Mining Limited") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (4 August 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925073359/tm2521867d2_ex10-1.htm; for TMC USA's status as a company registered in North Carolina, see The Metals Company USA, LLC, "Amendment of Articles of Organization", *State of North Carolina Department of the Secretary of State* (24 January 2025), online: https://sosnc.gov/online_services/search/profile_filings/10376724.

[128] The principle of corporate separateness was authoritatively recognized by the House of Lords in *Salomon v Salomon & Co*, [1897] AC 22, [1895–99] All ER 33 (HL). For recognition across Canadian jurisdictions, see, e.g., *Kosmopoulos v Constitution Insurance Co*, [1987] 1 SCR 2 (SCC) at 10; *Edgington v Mulek Estate*, 2008 BCCA 505 at para 21; *Yaiguaje v Chevron Corporation*, 2018 ONCA 472 at para 70; *Aubin v Petrone*, 2020 ABCA 13 at para 20; see also *Big Bend Hotel Ltd v Security Mutual Casualty Co* (1980), 19 BCLR 102 (BCSC) at 108 ("On the whole, Canadian and English courts rigidly adhere to the concept set out in *Salomon*, … that a corporation is an independent legal entity not to be identified with its shareholders.").

[129] For articulations of the discretionary power to 'pierce the corporate veil', see, e.g., *Kosmopoulos v Constitution Insurance Co*, [1987] 1 SCR 2 (SCC) at 10–11; *Transamerica Life Insurance Co of Canada v Canada Life Assurance Co* (1996), 28 OR (3d) 423, 1996 CanLII 7979 (ONSC (Gen Div) at 15, aff'd [1997] OJ No 3754 (ONCA); *FNF Enterprises Inc v Wag and Train Inc*, 2023 ONCA 92 at para 18; *The Owners, Strata Plan KAS 3410 v Meritage Lofts Inc*, 2022 BCCA 109 at para 27.

[130] United States Securities and Exchange Commission (31 March 2025). Form 10Q available at https://www.sec.gov/Archives/edgar/data/1798562/000141057825001269/tmc-20250331x10q.htm.

time as **we** pursue the U.S. regulatory pathway, **we** continue to preserve **our** rights and comply with all **our** contractual obligations under the ISA system. [...] **we** maintain two ISA exploration contracts in the CCZ [...]".[131] As another example, in TMC's quarterly report for the period ended March 31, 2024: "If **we** are able to collect polymetallic nodules from the seafloor on a commercial scale, **we** plan to use such nodules to produce three types of metal products [...] **We** hold exclusive exploration and commercial rights to three of the 17 polymetallic nodule contract areas in the CCZ".[132] (emphasis added)

Secondly, public statements made by senior leadership, particularly CEO Gerard Barron, consistently blur the lines between the entities and present a unified operational identity. For example, when announcing the submission of TMC USA's consolidated application to NOAA, Barron stated: "**We** believe it [the application] demonstrates both the maturity of **our** project and **our** readiness to proceed to commercial operations under the U.S. regulatory framework."[133] As another example, when announcing the appointment of Michael Hess and Alex Spiro to TMC's Board of Directors, Barron commented: "As **we** move into this next phase of execution focused on the U.S. market, I'm delighted to welcome Michael and Alex to **our** Board. [...] [Michael's] strategic insight and relationships across the U.S. will be invaluable as we build toward commercial operations. Alex's deep legal expertise, capital markets experience, and sharp counsel are already proving to be significant assets to the Company as **we** work with NOAA to advance **our** applications and the new Administration."[134] When announcing Korea Zinc's strategic investment in TMC, Barron stated: "**We're** thrilled to welcome Korea Zinc as a strategic investor and partner on **our** journey to redefine how the United States sources critical minerals for energy, defence, manufacturing and infrastructure.**We** believe the strategic fit between the two companies is exceptional: If **we** receive a commercial recovery permit, TMC USA will be in a position to deliver a secure, abundant and low-impact supply of four critical metals under U.S. regulatory oversight. [...] Together, **we** have the potential to meet the United States' demand for refined nickel, cobalt and manganese [...]".[135] (emphasis added)

Thirdly, shared leadership suggests coordinated strategy across the corporate group. The same individuals hold key decision-making roles across the parent company and relevant

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[131] TMC the metals company Inc, "Quarterly Report on Form 10-Q", *United States Securities and Exchange Commission* (filed on 13 November 2025) at 31, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/0001798562/000110465925111264/tmc-20250930x10q.htm (emphasis added).
[132] TMC the metals company Inc, "Quarterly Report on Form 10-Q", *United States Securities and Exchange Commission* (filed on 13 May 2024) at 22, online: https://www.sec.gov/ix?doc=/Archives/edgar/data/0001798562/000110465924060532/tmc-20240331x10q.htm (emphasis added).
[133] Gerard Barron, Chairman and CEO of TMC quoted in Exhibit 99.1 ("Press Release dated January 22, 2026") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (filed on 22 January 2026), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465926005629/tm263828d1_ex99-1.htm (emphasis added).
[134] Gerard Barron, Chairman and CEO of TMC quoted in Exhibit 99.1 ("Press Release dated June 16, 2025") in TMC the metals company, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (filed on 18 June 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925060347/tm2518216d2_ex99-1.htm (emphasis added).
[135] Gerard Barron, Chairman and CEO of TMC quoted in Exhibit 99.1 ("Press Release dated June 16, 2025") in TMC the metals company Inc, "Current Report on Form 8-K", *United States Securities and Exchange Commission* (filed on 16 June 2025), online: https://www.sec.gov/Archives/edgar/data/1798562/000110465925059701/tm2518091d1_ex99-1.htm (emphasis added).

subsidiaries. Most notably, Gerard Barron holds senior management positions at TMC, TMC USA, NORI, and TOML. Barron is quoted as CEO and Chairman of TMC, and member of TMC's Board of Directors;[136] CEO and Chairman of NORI;[137] Director of NORI;[138] [139] [140] Director of TOML;[141] [142] [143] and as CEO of TMC US.[144]

Corey McLachlan also variously represents TMC USA, NORI, TOML, and TMC. McLachlan is quoted as speaking on behalf of TMC USA;[145] as Head of Stakeholder Engagement for NORI;[146] as Director of TOML;[147] and as TMC's Head of Regulatory Affairs and Sponsoring States.[148]

Anthony O'Sullivan is listed as the Chief Development Officer for TMC[149] and as a Director of TOML.[150] Craig Shesky is cited as Chief Financial Officer of TMC[151] and as Manager and Director

[136] See https://investors.metals.co/board-member/gerard-barron, last accessed 13 January 2026.
[137] A NORI newsletter refers to Gerard Barron's statement as "*our CEO's recent statement on this exciting regulatory pathway*". See NORI Quarterly Update 2025 at https://mailchi.mp/6b63a1369462/nori-2025-quarterly-update-q1-12885697. Nauru government materials from 2024 refer to "*NORI CEO and Chairman Gerrard Baron*". See Nauru Bulletin, Issue 15 - 2024/280 at https://www.nauru.gov.nr/media/201917/nauru_bulletin__15_28oct2024__280_.pdf. A Nauru government Facebook post also refers to Barron as NORI's CEO. See
[138] Barron signed the amended NORI sponsorship Agreement with Nauru as a NORI director. See Sponsorship agreement, revised 29 May 2025, between The Republic of Nauru and Nauru Ocean Resources Inc. Available at https://www.sec.gov/Archives/edgar/data/1798562/000110465925056465/tm2516970d1_ex10-1.htm.
[139] ISA Secretary-General correspondence to NORI relating to NORI's planned testing of a polymetallic nodule collector is addressed to "*Mr Gerard Barron, Director, Nauru Ocean Resources Inc.*" See ISA Secretary-General letter to Gerard Barron, ref PMN/09.1/2011/NRU, 5 September 2022 - released as part of court documents in NORI vs Greenpeace.
[140] In legal proceedings between NORI and Greenpeace International, lawyers for NORI state: "*Mr Barron, in addition to his position as CEO of TMC, is also a director of NORI. It is therefore to be expected, appropriate and logical that Mr Barron is corresponding on behalf of NORI."* NORI statement of case on cross-appeal and statement of case on main appeal, Amsterdam Court of Appeal, 18 June 2024, page 3, machine translated from Dutch.
[141] Barron signed the amended TOML sponsorship Agreement with Tonga as TOML director. See Sponsorship Agreement between Tonga Seabed Minerals Authority and Tonga Offshore Mining Limited (4 August 2025. Available at https://contracts.justia.com/companies/sustainable-opportunities-acquisition-corp-10201/contract/1335520/.
[142] Barron signed a letter to the ISA Council as both "*Director Nauru Ocean Resources Inc' and 'Director Tonga Ocean [sic] Mining Ltd*"'. See Contractors letter to Mr. Olav Myklebust, President of the Council (14 January 2025). Available at ihttps://www.isa.org.jm/wp-content/uploads/2025/03/Letter_of_Contractors_to_Council-14012025.pdf.
[143] TOML's company records show Gerard Barron was appointed as a director on 31 March 2020. See Kingdom of Tonga, Business Registries Office, Register Search - "Tonga Offshore Mining Limited'. (reg. LC9001190, TIN 461902) and TOML (reg. no. FI198) as a "*foreign certificate - local company.*"
[144] Gerard Barron is named as a 'CEO' for TMC USA in his appearance before the US House of Representatives last 29 April 2025. See Truth in Testimony Disclosure Form (29 April 2025). Hearing on Exploring the Potential of Deep Sea Mining to Expand American Mineral Production. Committee of Natural Resources. Subcommittee of Oversight and Investiations. Available at https://www.congress.gov/119/meeting/house/118089/witnesses/HHRG-119-II15-TTF-BarronG-20250429-U15.pdf.
[145] McLachlan stated that he is "*speaking today on behalf of The Metals Company USA*" at NOAA's public hearing in September 2025. Deep Seabed Mining: Revisions to regulations for exploration license and commercial recovery permit applications - Virtual Public Hearing (4 September 2025). Available at https://downloads.regulations.gov/NOAA-NOS-2025-0108-1690/content.pdf.
[146] McLachlan is described as Head of Stakeholder Engagement for NORI on NORI's social media and an ISA Secretariat report. See https://x.com/NORI_Nauru/status/1889442099600253063 and ISBA/26/A/12 (25 August 2020). Summary report on the outcomes of the workshop on capacity development, resources and needs assessment, Kingston, 10–12 February 2020. Note by the Secretariat. Available at https://docs.un.org/en/ISBA/26/A/12.
[147] McLachlan is a director of TOML and he has been a director since 31 March 2020. Kingdom of Tonga, Business Registries Office, Register Search - 'Tonga Offshore Mining Limited'. (reg. LC9001190, TIN 461902) and TOML (reg. no. FI198) as a "foreign certificate - local company."
[148] McLachlan is TMC's Head of Regulatory Affairs and Sponsoring States. See https://metals.co/team/ last accessed 13 January 2026.
[149] See https://metals.co/team/ last accessed 13 December 2026, SEC shareholder filing on 8 Dec 2025 also records O'Sullivan as TMC's CDO. See https://investors.metals.co/static-files/8cc5391c-526e-4eee-9029-1ff1681f154f.
[150] Appointed on 31 March 2020, as seen on the Tongan company registry. Kingdom of Tonga, Business Registries Office, Register Search - 'Tonga Offshore Mining Limited'. (reg. LC9001190, TIN 461902) and TOML (reg. no. FI198) as a "foreign certificate - local company"
[151] Official Website of the State of North Carolina. Limited Liability Company Register. The Metals Company USA, LLC.

for TMC USA.[152] Michael Clarke is quoted as TMC's Environmental Manager,[153] as NORI's Head of Environment,[154] and as client representative on Campaign 5A to the NORI Area D site in the CCZ for NORI.[155] Andrei Karkar is listed as Manager for TMC USA[156] and he is also a Director for TMC.[157]

Lastly, when TMC applied for two exploration licences and one commercial recovery (exploitation) permit from the U.S. through TMC USA, this was addressed by TMC the parent company.[158]

[152] The Metals Company USA, LLC, "TMC USA: Application for Polymetallic Nodule Exploration License for USA-A" (July 2025), posted by the National Oceanic and Atmospheric Administration (Document ID: NOAA-NOS-2025-0702-0002) on 23 December 2025 at p 4, online (pdf): https://downloads.regulations.gov/NOAA-NOS-2025-0702-0002/content.pdf ("Craig Shesky, Chief Financial Officer and Director of TMC USA").
[153] See https://metals.co/team/ last accessed 13 January 2026.
[154] Nauru government materials from 2024 refer to "NORI head of environment Michael Clark." See Nauru Bulletin, Issue 15 - 2024/280. Available at https://www.nauru.gov.nr/media/201917/nauru_bulletin__15_28oct2024__280_.pdf.
[155] AMC Consultants Pty (4 August 2025). Technical Report Summary-Initial Assessment of TOML and NORI Properties, Clarion-Clipperton Zone TMC the metals company Inc. , p45. Available at https://metals.co/wp-content/uploads/2025/08/0225054-TRS-Initial-Assessment-of-TOML-and-NORI-Properties_31-July-2025_FOR-FILING.pdf.
[156] Official Website of the State of North Carolina. Limited Liability Company Register. The Metals Company USA, LLC.
[157] United States Securities and Exchange Commission. TMC The Metals Company Inc. Form 8-K Report Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934, 1 January 2026. https://investors.metals.co/static-files/e72e46ad-38be-4abd-905e-3d6d82e446d0.
[158] Gerard Barron, "CEO Statement on ISA and USA", *The Metals Company* (March 2025), online: https://metals.co/ceo-statement-on-isa-and-usa/.

Conclusion

Under the principle of the Common Heritage of Humankind, the International Seabed Authority (ISA) is mandated to govern the deep seabed on behalf of all humanity. By circumventing established ISA processes and pursuing a mining permit in the Area under the U.S. Deep Seabed Hard Mineral Resources Act (DSHMRA), The Metals Company (TMC) signals a disregard for the rule of law. The attempt at mining the deep sea in a unilateral manner undermines the integrity of long-standing international treaties and the integrity of the rules, norms, and standards long regarded collectively by nation States and other corporations. This threatens the stability of global ocean governance.

Therefore, Greenpeace Canada is urging the Canadian government to publicly denounce TMC's actions and questionable alignment with the U.S. administration. As a signatory of UNCLOS, Canada has a legal duty and due diligence obligation to ensure that its nationals, including corporations, do not engage in unilateral mining activities. As TMC is incorporated in and headquartered in British Columbia, we demand the Canadian government to uphold their UNCLOS obligations under articles 137 to 139 and to encourage other nations, in particular The Netherlands, Switzerland, Japan and South Korea, to uphold theirs too.

During the upcoming ISA Council (9-19 March, 2026 and 13-24 July, 2026) and Assembly (27-31 July, 2026) meetings, we are asking the Canadian government to re-assert its support for a moratorium on deep sea mining, to oppose the adoption of a rushed mining code, and to insist on regulatory provisions that respect the Indigenous rights to free, prior and informed consent.

Furthermore, this report hopes to inform current and potential investors and business partners of The Metals Company about the legal concerns regarding their activities and the implications of a potential partnership or investment for their own operations.

Finally, this report hopes to support the ISA inquiry into the activities of ISA contractors NORI and TOML, which may be in breach of their contractual obligations.