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

FORM 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2023

OR

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________ to __________

Commission File Number: 333-167667

TWO HANDS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**42-1770123**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
373 Joicey Blvd., North York **Ontario, Canada** (Address of Principal Executive Offices)	**M5M 2W2** (Zip Code)

(416) 357-0399
(Registrant's telephone number, including area code)

1035 Queensway East, Mississauga, Ontario, Canada L4Y 4C1
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Securities registered under Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
N/A	N/A

Securities registered under Section 12(g) of the Act:

Common Stock, $.0001 Par Value

(Title of class)

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of November 13, 2023, the issuer had 42,090,329 shares of its common stock issued and outstanding, par value $0.0001 per share.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report on Form 10-Q contains "forward-looking statements" that involve risks and uncertainties. You should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those anticipated in the forward-looking statements for many reasons, including the risks described in our Form 10-K filed on April 3, 2023, and other filings we make with the Securities and Exchange Commission. Although we believe the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made. We do not intend to update any of the forward-looking statements after the date of this report to conform these statements to actual results or to changes in our expectations, except as required by law.

The following discussion and analysis of financial condition and results of operations is based upon and should be read in conjunction with our audited financial statements and related notes thereto included elsewhere in this report, and in our Form 10-K filed on April 3, 2023.

TWO HANDS CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 30, 2023

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PART I - FINANCIAL INFORMATION
Item 1. Financial Statements.

TWO HANDS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS	September 30, 2023 (Unaudited)	December 31, 2022
Current assets		
Cash	$ 27,320	$ 17,137
Accounts receivable, net	111,047	94,182
VAT taxes receivable	2,307	8,157
Inventory	45,208	73,621
Total current assets	185,882	193,097
Property and equipment, net	10,213	13,667
Operating lease right-of-use asset	17,270	23,438
Total assets	$ 213,365	$ 230,202
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 400,493	$ 555,220
Due to related party	649,742	185,473
Notes payable	110,748	13,443
Line of credit	550,907	—
Deferred revenue	—	22,107
Current portion of operating lease right-of-use liability	8,465	8,230
Total current liabilities	1,720,355	784,473
Long-term liabilities		
Line of credit	—	293,298
Promissory notes	243,195	229,194
Promissory note - related party	—	84,377
Non-redeemable convertible notes, net	477,856	517,621
Operating lease right-of-use liability, net of current portion	8,805	15,208
Total long-term liabilities	729,856	1,139,698
Total liabilities	2,450,211	1,924,171
Commitments and Contingencies	—	—
Temporary equity		
Series A convertible preferred stock; $0.01 par value; 200,000 shares designated, 0 shares and 25,000 shares issued and outstanding, respectively	—	249,505
Series B convertible preferred stock; $0.01 par value; 100,000 shares designated, 0 and 11,000 shares issued and outstanding, respectively	—	109,783
Series C convertible preferred stock; $0.001 par value; 150,000 shares designated, 80,000 shares and 90,000 shares issued and outstanding, respectively	76,116	2,584,951
Series D convertible preferred stock; $0.001 par value; 200,000 shares designated, 0 shares issued and outstanding, respectively	—	—
Series E convertible preferred stock; $0.0001 par value; 300,000 shares designated, 0 shares issued and outstanding	—	—
Total temporary equity	76,116	2,944,239
Stockholder's deficit		
Preferred stock; $0.001 par value; 1,000,000 shares authorized, 0 issued and outstanding	—	—
Common stock; $0.0001 par value; 12,000,000,000 shares authorized, 27,580,447 and 137,403 shares issued and outstanding, respectively	2,758	14
Additional paid-in capital	83,168,824	78,909,153
Common stock to be issued	—	336,000
Accumulated other comprehensive income	38,371	39,141
Accumulated deficit	(85,522,915)	(83,922,516)
Total stockholders' deficit	(2,312,962)	(4,638,208)
Total liabilities and stockholders' deficit	$ 213,365	$ 230,202

The accompanying footnotes are an integral part of these unaudited condensed financial statements.

TWO HANDS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)

	For the three months ended September 30,		For the nine months ended September 30,	
	2023	2022	2023	2022
Sales	$ 212,453	$ 172,783	$ 585,222	$ 562,513
Cost of goods sold	157,191	159,124	502,295	534,618
Gross profit	55,262	13,659	82,927	27,895
Operating expenses				
General and administrative	307,223	304,452	950,345	15,085,628
Total operating expenses	307,223	304,452	950,345	15,085,628
Loss from operations	(251,961)	(290,793)	(867,418)	(15,057,733)
Other income (expense)				
Amortization of debt discount and interest expense	(41,064)	(33,287)	(117,515)	(96,055)
Gain on disposition	—	—	50,839	—
Loss on settlement of debt	(272,805)	(735,300)	(666,305)	(3,606,750)
Total other income (expense)	(313,869)	(768,587)	(732,981)	(3,702,805)
Net loss attributed to Two Hands Corporation	(565,830)	(1,059,380)	(1,600,399)	(18,760,538)
Add: deemed contribution - Series A Stock modification	190,040	—	190,040	—
Less: deemed dividend - Series A Stock modification	—	—	—	(1,396,721)
Add: deemed contribution - Series B Stock modification	—	—	—	1,354,515
Add: deemed contribution - Series C Stock modification	2,211,884	—	2,211,884	834,001
Add: deemed contribution - Series D Stock modification	—	—	—	749,085
Net income (loss) attributable to Two Hands Corporation common shareholders	$ 1,836,094	$ (1,059,380)	$ 801,525	$ (17,219,658)
Other comprehensive income (loss)				
Foreign exchange income	26,766	36,227	(770)	37,928
Total other comprehensive income	26,766	36,227	(770)	37,928
Comprehensive income (loss)	$ 1,862,860	$ (1,023,153)	$ 800,755	$ (17,181,730)
Net income (loss) per common share - basic	$ 1.33	$ (8.46)	$ 1.29	$ (239.82)
Net loss per common share - diluted	$ (0.01)	$ (8.46)	$ (0.04)	$ (239.82)
Weighted average number of common shares outstanding - basic	1,375,748	125,175	620,585	71,803
Weighted average number of common shares outstanding - diluted	33,375,748	125,175	32,620,597	71,803

The accompanying footnotes are an integral part of these unaudited condensed financial statements.

TWO HANDS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
For the three and nine months ended September 30, 2023
(Unaudited)

	Common Stock		Common Stock to be	Additional Paid-in	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Issued	Capital	Income	Deficit	Deficit
Balance, June 30, 2023	618,947	$ 62	$ —	$ 80,366,051	$ 11,605	$ (84,957,085)	$ (4,579,367)
Stock issued for conversion of non-redeemable convertible notes	1,961,500	196	—	343,884	—	—	344,080
Stock issued for the conversion of Series A convertible preferred stock	25,000,000	2,500	—	56,965	—	—	59,465
Deemed contribution - Series A Stock modification	—	—	—	190,040	—	—	190,040
Deemed contribution - Series C Stock modification	—	—	—	2,211,884	—	—	2,211,884
Foreign exchange loss	—	—	—	—	26,766	—	26,766
Net loss	—	—	—	—	—	(565,830)	(565,830)
Balance, September 30, 2023	**27,580,447**	**$ 2,758**	**$ —**	**$ 83,168,824**	**$ 38,371**	**$ (85,522,915)**	**$ (2,312,962)**

	Common Stock		Common Stock to be	Additional Paid-in	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Issued	Capital	Income	Deficit	Deficit
Balance, December 31, 2022	137,403	$ 14	$ 336,000	$ 78,909,153	$ 39,141	$ (83,922,516)	$ (4,638,208)
Rounding on reverse stock split	(12)	—	—	—	—	—	—
Stock issued for conversion of non-redeemable convertible notes	2,420,700	242	—	783,258	—	—	783,500
Stock issued for settlement of debt - related party	7,324	1	—	274,792	—	—	274,793
Stock issued for the conversion of Series A convertible preferred stock	25,000,000	2,500	—	56,965	—	—	59,465
Stock issued for the conversion of Series B convertible preferred stock	11,000	1	—	109,781	—	—	109,782
Stock issued for the conversion of Series C convertible preferred stock	4,000	—	—	296,951	—	—	296,951
Stock issued to settle stock to be issued	32	—	(336,000)	336,000	—	—	—
Deemed contribution - Series A Stock modification	—	—	—	190,040	—	—	190,040
Deemed contribution - Series C Stock modification	—	—	—	2,211,884	—	—	2,211,884
Foreign exchange loss	—	—	—	—	(770)	—	(770)
Net loss	—	—	—	—	—	(1,600,399)	(1,600,399)
Balance, September 30, 2023	**27,580,447**	**$ 2,758**	**$ —**	**$ 83,168,824**	**$ 38,371**	**$ (85,522,915)**	**$ (2,312,962)**

TWO HANDS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
For the three and nine months ended September 30, 2022
(Unaudited)

	Common Stock Shares	Common Stock Amount	Common Stock to be Issued	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance, June 30, 2022	123,416	$ 12	$ 336,000	$ 76,247,418	$ 6,571	$ (79,930,563)	$ (3,340,562)
Stock issued for conversion of non-redeemable convertible notes	3,000	—	—	735,600	—	—	735,600
Stock issued for the conversion of Series B Stock	6,000	1	—	59,880	—	—	59,881
Cancellation of Series A Stock	—	—	—	1,746,538	—	—	1,746,538
Cancellation of common stock	(13)	—	—	—	—	—	—
Foreign exchange loss	—	—	—	—	36,227	—	36,227
Net loss	—	—	—	—	—	(1,059,380)	(1,059,380)
Balance, September 30, 2022	**132,403**	**$ 13**	**$ 336,000**	**$ 78,789,436**	**$ 42,798**	**$ (80,989,943)**	**$ (1,821,696)**

	Common Stock Shares	Common Stock Amount	Common Stock to be Issued	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance, December 31, 2021	6,000	$ 1	$ 336,000	$ 58,152,416	$ 4,870	$ (62,229,405)	$ (3,736,118)
Rounding on reverse split	6	—	—	1	—	—	1
Stock issued for conversion of non-redeemable convertible notes	22,410	2	—	3,709,888	—	—	3,709,890
Stock issued for officer and director compensation	90,000	9	—	13,499,991	—	—	13,500,000
Stock issued for the conversion of Series B Stock	10,000	1	—	99,801	—	—	99,802
Stock issued for the conversion of Series D Stock	4,000	—	—	39,921	—	—	39,921
Cancellation of Series A Stock	—	—	—	1,746,538	—	—	1,746,538
Cancellation of common stock	(13)	—	—	—	—	—	—
Deemed dividend - Series A Stock modification	—	—	—	(1,396,721)	—	—	(1,396,721)
Deemed contribution - Series B Stock modification	—	—	—	1,354,515	—	—	1,354,515
Deemed contribution - Series C Stock modification	—	—	—	834,001	—	—	834,001
Deemed contribution - Series D Stock modification	—	—	—	749,085	—	—	749,085
Foreign exchange loss	—	—	—	—	37,928	—	37,928
Net loss	—	—	—	—	—	(18,760,538)	(18,760,538)
Balance, September 30, 2022	**132,403**	**$ 13**	**$ 336,000**	**$ 78,789,436**	**$ 42,798**	**$ (80,989,943)**	**$ (1,821,696)**

The accompanying footnotes are an integral part of these unaudited condensed financial statements.

TWO HANDS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the nine months ended September 30, 2023	For the nine months ended September 30, 2022
Cash flows from operating activities		
Net loss	$ (1,600,399)	$ (18,760,538)
Adjustments to reconcile net loss to cash used in operating activities		
Depreciation and amortization	9,657	8,603
Bad debt	(25,844)	17,949
Stock-based compensation	—	13,504,200
Gain on disposition	(50,839)	—
Amortization of debt discount	117,515	96,055
Loss on settlement of non-redeemable convertible notes	666,305	3,606,750
Change in operating assets and liabilities		
Accounts and taxes receivable	(48,953)	(38,267)
Prepaid expense	—	576,745
Inventory	14,979	68,239
Deferred revenue	(22,284)	23,388
Accounts payable and accrued liabilities	573,590	290,300
Operating lease right-of-use liability	(6,191)	(6,246)
Net cash used in operating activities	(372,464)	(612,822)
Cash flows from investing activities		
Purchase of property and equipment	—	(9,784)
Net cash used in investing activities	—	(9,784)
Cash flow from financing activities		
Advances from related party	77,490	133,156
Repayment of advances to related party	(27,379)	(92,325)
Proceeds from notes payable	105,299	—
Repayment of notes payable	(7,057)	—
Proceeds from promissory notes	234,417	77,960
Net cash provided by financing activities	382,770	118,791
Change in foreign exchange	(123)	(8,634)
Net change in cash	10,183	(512,449)
Cash, beginning of the period	17,137	533,295
Cash, end of the period	$ 27,320	$ 20,846
Cash paid during the year		
Interest paid	$ —	$ —
Income taxes paid	$ —	$ —
Supplemental disclosure of non-cash investing and financing activities		
Stock issued to settle due to related party	$ 188,871	$ —
Stock issued to settle promissory note - related party	$ 85,922	$ —
Stock issued to settle non-redeemable convertible notes	$ 783,500	$ 3,709,890
Stock issued for prepaid expense	$ —	$ 2,288,000
Transfer of accounts payable and accrued liabilities to promissory notes	$ —	$ 85,285
Deemed contribution - Series A Stock modification	$ 190,040	$ 1,354,515
Deemed dividend - Series A Stock modification	$ —	$ 1,396,721
Deemed contribution - Series B Stock modification	$ —	$ 1,354,515
Deemed contribution - Series C Stock modification	$ 2,211,884	$ 834,001
Deemed contribution - Series D Stock modification	$ —	$ 749,085

The accompanying footnotes are an integral part of these unaudited condensed financial statements.

TWO HANDS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Two Hands Corporation (the "Company") was incorporated in the state of Delaware on April 3, 2009 and on July 26, 2016, changed its name from Innovative Product Opportunities Inc. to Two Hands Corporation.

The Two Hands co-parenting application launched on July 2018 and the Two Hands Gone application launched In February 2019. The Company ceased work on these applications in 2021.

The gocart.city online consumer grocery delivery application was released in early June 2020 and Cuore Food Services commenced sale of dry goods and produce to other businesses in July 2020.

In July 2021, the Company made the strategic decision to focus exclusively on the grocery market through three on-demand branches of its grocery businesses: gocart.city, Grocery Originals, and Cuore Food Services.

i) gocart.city is the Company’s online delivery marketplace, allowing consumers to shop online and have their groceries delivered.
ii) Grocery Originals is the Company’s brick-and-mortar grocery store located in Mississauga Ontario at the site of the Company’s warehouse.
iii) Cuore Food Services is the Company’s wholesale food distribution branch.

On May 1, 2023, the Company entered into an asset sale agreement with a non-related private corporation (“Purchaser”) whereby the Company sold the assets of gocart.city. The sale included the e-commerce site, branding, supporting components of the Grocery Originals store and inventory. The ongoing sales and client base gocart.city and Grocery Originals was transferred as part of the asset sale. The Company received net proceeds from the sale of gocart.city assets of $64,319 (CAD $86,742). The net proceeds comprise of the settlement $127,731 (CAD $172,261) of accounts payable and $63,412 (CAD $85,519) of account receivable with the Purchaser resulting in a gain of $50,750 (CAD $68,442). After the asset sale was completed, the Company owed the Purchaser an additional $37,099 (CAD $49,099) in accounts payable which was not settled in the asset sale agreement. The Company and the Purchase agreed the $37,099 amount was due in twelve equal monthly installments commencing July 1, 2023 without interest. After May 1, 2023, the Company continued the business of Cuore Food Services.

The operations of the business are carried on by Two Hands Canada Corporation, a wholly-owned subsidiary of the Company, incorporated under the laws of Canada on February 7, 2014.

The Company received approval from the Canadian Securities Exchange (the "CSE") to list its common shares (the "Common Shares") on the CSE. Trading of the Common Shares in the capital of the Company commenced on August 5, 2022, under the symbol "TWOH".

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements of Two Hands Corporation have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission requirements for interim financial statements. Therefore, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2022 of Two Hands Corporation in our Form 10-K filed on April 3, 2023.

The interim financial statements present the balance sheets, statements of operations, stockholders’ deficit and cash flows of Two Hands Corporation. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

The interim financial information is unaudited. In the opinion of management, all adjustments necessary to present fairly the financial position as of September 30, 2023 and the results of operations and cash flows presented herein have been included in the financial statements. All such adjustments are of a normal and recurring nature. Interim results are not necessarily indicative of results of operations for the full year.

GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. During the nine months ended September 30, 2023, the Company incurred a net loss of $1,600,399 and used cash in operating activities of $372,464, and on September 30, 2023, had stockholders' deficit of $2,312,962 and an accumulated deficit of $85,522,915. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date that the financial statements are issued. The Company will be dependent upon the raising of additional capital through placement of its common stock in order to implement its business plan. There can be no assurance that the Company will be successful in this situation. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classifications of liabilities that might result from this uncertainty. We are currently funding our operations by way of cash advances from our Chief Executive Officer, note holders, shareholders and others; however, we do not have any oral or written agreements with them or others to loan or advance funds to us. There can be no assurances that we will be able to receive loans or advances from them or other persons in the future.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Two Hands Canada Corporation. All intercompany transactions and balances have been eliminated in consolidation.

USE OF ESTIMATES AND ASSUMPTIONS

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

CONCENTRATIONS

The following table summarizes accounts receivable and revenue concentrations:

	Accounts receivable at September 30, 2023	Revenue for the nine months ended September 30, 2023
Customer #1	12%	—
Total concentration	12%	--%

The following table summarizes accounts payable and purchases concentrations:

	Accounts payable at September 30, 2023	Purchases for the nine months ended September 30, 2023
Supplier #1	13%	—
Supplier #2	13%	22%
Supplier #3	11%	—
Supplier #4	—	18%
Supplier #5	—	12%
Total concentration	37%	52%

CASH AND CASH EQUIVALENTS

For the purposes of the statement of cash flows, the Company considers highly liquid financial instruments purchased with a maturity of three months or less to be cash equivalents.

ACCOUNTS RECEIVABLE

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Accounts receivable are reduced by an allowance for doubtful accounts, which is the Company's best estimate of the amount of credit losses inherent in its existing accounts receivable. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. The Company writes off accounts receivable against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

The allowance for doubtful accounts at September 30, 2023 and December 31, 2022 is $101,652 and $156,693, respectively.

INVENTORY

Inventory consisting of groceries and dry goods are measured at the lower of cost and net realizable value. Cost is determined pursuant
to the first-in first out ("FIFO") method. The cost of inventory includes the purchase price, shipping and handling costs incurred to bring the inventories to their present location and condition. Inventory with a short shelf life that is not utilized within the planned period are immediately expensed in the statement of operations. Estimated gross profit rates are used to determine the cost of goods sold in the interim periods. Any significant adjustment that results from the reconciliation with annual physical inventory is disclosed. At September 30, 2023 and December 31, 2022, the inventory valuation allowance was $0.

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost, less accumulated depreciation and amortization. Expenditures for maintenance and repairs are charged to expense when incurred, while renewals and betterments that materially extend the life of an asset are capitalized.

The costs of assets sold, retired, or otherwise disposed of, and the related allowance for depreciation, are eliminated from the accounts, and any resulting gain or loss is recognized in the results from operations. Depreciation is provided over the estimated useful lives of the assets, which are as follows:

Computer equipment 50% declining balance over a three year useful life

In the year of acquisition, one half the normal rate of depreciation is provided.

REVENUE RECOGNITION

In accordance with ASC 606, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration to which we expect to be entitled to receive in exchange for these goods or services. The provisions of ASC 606 include a five-step process by which we determine revenue recognition, depicting the transfer of goods or services to customers in amounts reflecting the payment to which we expect to be entitled in exchange for those goods or services. ASC 606 requires us to apply the following steps: (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, we satisfy the performance obligation. We recognize revenue for the sale of our products upon delivery to a customer.

During the nine months ended September 30, 2023 and 2022, the Company had revenue of $585,222 and $562,513 respectively. In 2023, the Company recognized revenue of $28,715 from the sale of groceries to consumers via the gocart.city online grocery delivery application and $556,507 from the sale of dry goods and produce to other businesses. In 2022 the Company recognized revenue of $130,990 from the sale of groceries to consumers via the gocart.city online grocery delivery application and $431,523 from the sale of dry goods and produce to other businesses.

LEASES

Under ASC 842, a right-of-use asset and lease liability is recorded for all leases and the statement of operations reflects the lease expense for operating leases and amortization/interest expense for financing leases.

The Company does not apply the recognition requirements in the standard to a lease that at commencement date has a lease term of twelve months or less and does not contain a purchase option that it is reasonably certain to exercise and to not separate lease and related non-lease components. Options to extend the leases are not included in the minimum lease terms unless they are reasonably certain to be exercised.

The Company leases an automobile under a non-cancelable operating lease. Right-of-use assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As most of the Company’s leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments.

DEBT DISCOUNT AND DEBT ISSUANCE COSTS

Debt discounts and debt issuance costs incurred in connection with the issuance of convertible notes are capitalized and amortized to interest expense based on the related debt agreements using the effective interest rate method. Unamortized discounts are netted against convertible notes.

INCOME TAXES

The Company accounts for income taxes in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("FASB ASC") 740, Income Taxes. Under the assets and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value.

NET LOSS PER SHARE

Basic net income (loss) per share includes no dilution and is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding for the period increased to include the number of additional common shares that would have been outstanding if potentially dilutive securities had been issued Dilutive net loss per share for common stock is calculated utilizing the if-converted method which assumes the conversion of all Series C Stock to common stock. On September 30, 2023 and December 31, 2022, we excluded the common stock issuable upon conversion of non-redeemable convertible notes, convertible notes, Series A Stock, Series B Stock and common stock to be issued of 5,039,499,100 shares and 5,248,242,000 shares, respectively, as their effect would have been anti-dilutive.

FOREIGN CURRENCY TRANSLATION

The consolidated financial statements are presented in United States dollars. The functional currency of the consolidated entities are determined by evaluating the economic environment of each entity. The functional currency of Two Hands Corporation is the United States dollar. Foreign exchange translation adjustments are reported as gains or losses resulting from foreign currency transactions and are included in the results of operations.

Effective October 1, 2021, the Company changed the functional currency of its Company’s Canadian subsidiary, Two Hands Canada Corporation, to the Canadian dollar from United States dollar. The change in functional currency is due to the increase of Canadian dollar dominated activities over time including sales, operating costs and share subscriptions. The change in functional currency is accounted for prospectively. Two Hands Canada Corporation maintains its accounts in the Canadian dollar. Assets and liabilities are translated to United States dollars at year-end exchange rates. Income and expenses are transaction at averages exchange rate during the year. Foreign currency transaction adjustments are reported as other comprehensive income, a component of equity in the consolidated balance sheet.

STOCK-BASED COMPENSATION

The Company accounts for stock incentive awards issued to employees and non-employees in accordance with FASB ASC 718, Stock Compensation. Accordingly, stock-based compensation is measured at the grant date, based on the fair value of the award. Stock-based awards to employees are recognized as an expense over the requisite service period, or upon the occurrence of certain vesting events. Additionally, stock-based awards to non-employees are expensed over the period in which the related services are rendered.

FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

Included in the ASC Topic 820 framework is a three level valuation inputs hierarchy with Level 1 being inputs and transactions that can be effectively fully observed by market participants spanning to Level 3 where estimates are unobservable by market participants outside of the Company and must be estimated using assumptions developed by the Company. The Company discloses the lowest level input significant to each category of asset or liability valued within the scope of ASC Topic 820 and the valuation method as exchange, income or use. The Company uses inputs which are as observable as possible and the methods most applicable to the specific situation of each company or valued item.

The Company's financial instruments such as cash, accounts payable and accrued liabilities, non-redeemable convertible notes, notes payable and due to related parties are reported at cost, which approximates fair value due to the short-term nature of these financial instruments.

RECENT ACCOUNTING PRONOUNCEMENTS

In August 2020, the FASB issued ASU 2020-06, Debt—*Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40).* This update amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity and improves and amends the related EPS guidance for both Subtopics. This standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2023, which means it will be effective for our fiscal year beginning January 1, 2024. Early adoption is permitted but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. We are currently evaluating the impact of ASU 2020-06 on our consolidated financial statements.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

NOTE 3 – NON-REDEEMABLE CONVERTIBLE NOTES

On January 8, 2018, the Company entered into a Side Letter Agreement ("Note") with a non-related investor, Stuart Turk, to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $244,065 issued by the Company during the period of July 2014 and December 2017. The issue price of the Note is $244,065 with a face value of $292,878 and the Note has an original maturity date of December 31, 2018 which is subject to automatic annual renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date of the Note to December 31, 2025. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's common stock. The Note allows the lender to secure a portion of the Company assets up to 200% of the face value of the Note. If the Note is not paid on December 31 each year, the outstanding face amount of the Note increases by 20% on January 1 the following year. During the nine months ended September 30, 2023 (prior to the reverse split on September 29, 2023), the Company elected to convert $108,970 of principal and interest into 1,089,700 shares of common stock of the Company at a conversion price of $0.10 per share. These conversions resulted in a loss on debt settlement of $367,430 due to the requirement to record the share issuance at fair value on the date the shares were issued. During nine months ended September 30, 2023 (after the reverse stock split on September 29, 2023), the Company elected to convert $125 of principal and interest into 1,250,000 shares of common stock of the Company at a conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $199,875 due to the requirement to record the share issuance at fair value on the date the shares were issued. The condensed consolidated statement of operations includes interest expense of $28,094 and $32,529 for the nine months ended September 30, 2023 and 2022, respectively, and $9,468 and $10,962 for the three months ended September 30, 2023 and 2022, respectively. On September 30, 2023 and December 31, 2022, the carrying amount of the Note is $106,807 (face value of $116,274 less $9,467 unamortized discount) and $187,808 (face value of $187,808 less $0 unamortized discount), respectively.

On May 10, 2018, the Company entered into a Side Letter Agreement ("Note") with a non-related investor, Jordan Turk, to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $35,000 issued by the Company on May 9, 2018. The issue price of the Note is $35,000 with a face value of $42,000 and the Note has an original maturity date of December 31, 2018 which is subject to automatic annual renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date of the Note to December 31, 2025. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's common stock. The Note allows the lender to secure a portion of the Company assets up to 200% of the face value of the Note. If the Note is not paid on December 31 each year, the outstanding face amount of the Note increases by 20% on January 1 the following year. During the nine months ended September 30, 2023 (prior to the reverse split on September 29, 2023), the Company elected to convert $8,100 of principal and interest into 81,000 shares of common stock of the Company at a conversion price of $0.10 per share. These conversions resulted in a loss on debt settlement of $99,000 due to the requirement to record the share issuance at fair value on the date the shares were issued. The condensed consolidated statement of operations includes interest expense of $1,267 and $4,858 for the nine months ended September 30, 2023 and 2022, respectively, and $427 and $1,637 for the three months ended September 30, 2022 and 2021, respectively. On September 30, 2023 and December 31, 2022, the carrying amount of the Note is $1,638 (face value of $2,065 less $427 unamortized discount) and $8,471 (face value of $8,471 less $0 unamortized discount), respectively.

On September 13, 2018, the Company entered into a Side Letter Agreement ("Note") with a non-related investor, Jordan Turk, to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $40,000 issued by the Company during the period of July 10 to September 13, 2018. The issue price of the Note is $40,000 with a face value of $48,000 and the Note has an original maturity date of December 31, 2018 which is subject to automatic annual renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date of the Note to December 31, 2025. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's common stock. The Note allows the lender to secure a portion of the Company assets up to 200% of the face value of the Note. If the Note is not paid on December 31 each year, the outstanding face amount of the Note increases by 20% on January 1 the following year. The condensed consolidated statement of operations includes interest expense of $14,889 and $12,408 for the nine months ended September 30, 2023 and 2022 respectively, and $5,018 and $4,181 for the three months ended September 30, 2023 and 2022 respectively. On September 30, 2023 and December 31, 2022, the carrying amount of the Note is $114,422 (face value of $119,440 less $5,018 unamortized discount) and $99,533 (face value of $99,533 less $0 unamortized discount), respectively.

On January 31, 2019, the Company entered into a Side Letter Agreement ("Note") with Stuart Turk to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $106,968 issued by the Company during the period of January 3, 2018 to December 28, 2018. The issue price of the Note is $106,968 with a face value of $128,362 and the Note has an original maturity date of December 31, 2019 which is subject to automatic annual renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date of the Note to December 31, 2025. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's common stock. The Note allows the lender to secure a portion of the Company assets up to 200% of the face value of the Note. If the Note is not paid on December 31 each year, the outstanding face amount of the Note increases by 20% on January 1 the following year. The condensed consolidated statement of operations includes interest expense of $33,180 and $27,650 for the nine months ended September 30, 2023 and 2022, respectively, and $11,182 and $9,318 for the three months ended September 30, 2023 and 2022, respectively. On September 30, 2023 and December 31, 2022, the carrying amount of the Note is $254,989 (face value of $266,171 less $11,182 unamortized discount) and $221,809 (face value of $221,809 less $0 unamortized discount), respectively.

NOTE 4 – LEASES

The Company entered into an operating lease agreement on October 14, 2021 for an automobile, resulting in the recording of an initial liability and corresponding right-of-use asset of $35,906. The weighted-average remaining non-cancelable lease term for the Company's operating lease was 2.00 years at September 30, 2023. The weighted-average discount rate was 3.96% at September 30, 2023.

The Company's operating lease expires in 2025. The following shows future lease payments for the remaining periods under operating lease at September 30, 2023:

Periods ending December 31,		**Operating Lease Commitments**
2023	$	2,549
2024		10,197
2025		7,648
Total operating lease commitments		20,394
Less: imputed interest		(3,124)
Total right-of-use liability	$	17,270

The Company's discounted current right-of-use lease liability and discounted non-current right-of-use lease liability at September 30, 2023 is $8,465 and $8,805, respectively.

NOTE 5 – LINE OF CREDIT

On April 14, 2022, the Company entered into a binding Grid Promissory Note and Credit Facility Agreement (the "Line of Credit") with The Cellular Connection Ltd. (the "Lender") Pursuant to the Line of Credit, the Company can borrow from the Lender up to CAD $750,000 in principal in increments of at least CAD $50,000 upon five business days' notice. The line of credit is due on May 1, 2024 and the outstanding principal bears interest at 8% per annum, payable monthly. Any indebtedness under the Line of Credit are secured against accounts receivable and inventory of the Company, and is convertible into shares of common stock of the Company at the Company's option any time after twelve months from the first advance at a conversion price of $0.10 per share, subject to a restriction on the Lender holding more than 4.99% of the Company's Common Shares. As of September 30, 2023 and December 31, 2022, the Line of Credit of $550,907 (principal $521,745 (CAD $709,085) and interest of $29,162) and $293,298 (principal $289,970 (CAD $393,500) and interest of $3,328), respectively, was outstanding. The consolidated statement of operations includes interest expense of $13,382 and $0 for the three months ended September 30, 2023 and 2022, respectively, and $29,162 and $426 for the nine months ended September 30, 2023 and 2022, respectively.

NOTE 6 – NOTES PAYABLE

As of September 30, 2023 and December 31, 2022, notes payable due to Piero Manzini, and The Cellular Connection Limited, a corporation controlled by Stuart Turk, totaling $110,748 and $13,443, respectively, were outstanding. The balances are non-interest bearing, unsecured and have no specified terms of repayment.

NOTE 7 – PROMISSORY NOTES

Promissory Notes

As of September 30, 2023 and December 31, 2022, promissory notes of $243,195 (principal $186,672 and interest of $56,523) and $229,194 (principal $186,672 and interest of $42,522), respectively, were outstanding. The promissory notes bears interest of 10% per annum, are unsecured and mature on December 31, 2025.

Promissory Notes – Related Party

As of September 30, 2023 and December 31, 2022, promissory note – related party of $0 and $84,377 (principal $78,490 and interest of $5,887), respectively, were outstanding. The promissory notes – related party bear interest of 10% per annum, are unsecured, mature on December 31, 2025 and are due to 2130555 Ontario Limited, a Company controlled by Nadav Elituv, the Company's Chief Executive Officer. On February 2, 2023, the Company issued common stock to settle promissory note – related party and interest with a carrying value of $85,922 (Note 10).

NOTE 8 – RELATED PARTY TRANSACTIONS

As of September 30, 2023 and December 31, 2022, advances and accrued salary of $649,742 and $185,473, respectively, were due to Nadav Elituv, the Company's Chief Executive Officer. The balance is non-interest bearing, unsecured and have no specified terms of repayment.

During the nine months ended September 30, 2023, the Company issued advances due to related party for $77,490 for expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $27,379 in cash. In addition, the Company accrued salary of $600,103 due to Nadav Elituv for the nine months ended September 30, 2023. On February 2, 2023, the Company issued common stock to settle due to related party with a carrying value of $188,871 (Note 10).

During the nine months ended September 30, 2022, the Company issued advances due to related party for $133,156 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $92,325 in cash. In addition, the Company accrued salary of $146,916 due to Nadav Elituv for the nine months ended September 30, 2022 and issued a promissory note for $77,308 to settle due to related party.

During the nine months ended September 30, 2023 and 2022, the Company paid Linus Creative Services, a business controlled by Bradley Southam, a director of the Company, $2,649 and $25,259, respectively, for advertising services.

Employment Agreements

On July 1, 2021, the Company executed an employment agreement for the period from July 1, 2021 to June 30, 2022 with Nadav Elituv, the Chief Executive Officer of the Company whereby the Company shall pay 30,000 shares of Series A Convertible Preferred Stock of the Company, 60,000 shares of Common Stock of the Company and an annual salary of $216,000 payable monthly on the first day of each month from available funds, commencing on July 1, 2021. On October 1, 2021, the Company and Nadav Elituv amended the employment agreement to (i) cancel annual salary of $216,000 payable monthly and (ii) enter in to a consulting agreement to pay 2130555 Ontario Limited, a Company controlled by Nadav Elituv, a monthly consulting fee of $17,400 (CAD $22,000 per month) for services for the period from October 1, 2021 to June 30, 2022.

On March 26, 2022, the Company and Nadav Elituv further amended the employment agreement to (i) change the termination date from June 30, 2022 to December 31, 2022; (ii) pay an additional 10,500 shares of Series A Convertible Preferred Stock of the Company and (iii) pay an additional 50,000 shares of Common Stock of the Company.

On July 1, 2022, the term of the consulting contract with 2130555 Ontario Limited was extended to June 30, 2023.

On January 15, 2023, the Company executed an employment agreement for the period from January 1, 2023 to December 31, 2023 with Nadav Elituv, the Chief Executive Officer of the Company whereby the Company shall pay an annual salary of $600,000 from available funds.

On July 1, 2023, entered in to a consulting agreement to pay 2130555 Ontario Limited, a Company controlled by Nadav Elituv, a monthly consulting fee of $18,100 (CAD $24,000 per month) for services for the period from July 1, 2023 to December 31, 2023.

Stock-based compensation – salaries expense related to these employment agreements for the nine months ended September 30, 2023 and 2022 is $0 and $13,504,200, respectively. Stock-based compensation – salaries expense was recognized ratably over the requisite service period. (See Note 10).

NOTE 9 – PREFERRED STOCK

On August 6, 2013, the Company filed a Certificate of Designation with the Delaware Secretary of State thereby designating two hundred thousand (200,000) shares as Series A Convertible Preferred Stock (“Series A Stock”). Each share of Series A Stock is convertible into one thousand (1,000) shares of common stock of the Company. On April 21, 2022, the Company amended its articles to amend the terms of its Series A Convertible Preferred Stock to become non-voting shares. Previously Series A Stock were entitled to the number of votes equal to the aggregate number of shares of common stock into which the Holder’s share of Series A Stock is convertible, multiplied by one hundred (100).

On December 12, 2019, the Company filed a Certificate of Designation with the Delaware Secretary of State thereby designating one hundred thousand (100,000) shares as Series B Convertible Preferred Stock (“Series B Stock”). After a one year holding period, each share of Series B Stock is convertible into one thousand (1,000) shares of common stock of the Company. Series B Stock is non-voting.

On October 7, 2020, the Company filed a Certificate of Designation with the Delaware Secretary of State thereby designating thirty thousand (30,000) shares as Series C Convertible Preferred Stock, par value $0.001 per share (“Series C Stock”). Each share of Series C Stock (i) has a liquidation value of $100, subject to various anti-dilution protections (ii) is convertible into shares of common stock of the Company six months after the date of issuance at a price of $0.25 per share effective June 30, 2022, subject to various anti-dilution protections (iii) on conversion will receive an aggregate number of shares of common stock as is determined by dividing the liquidation value by the conversion price. Series C Stock are non-voting. On June 24, 2021, the board of directors approved the increase in the number of designated shares of Series C Convertible Preferred Stock from 5,000 to 30,000 and reduction of the conversion price from $0.0035 per share to $0.002 per share. On April 27, 2022, a 1 for 1,000 reverse stock split of the Company’s common stock took effect which increased the conversion rate from $0.002 per share to $2.00 per share. On June 30, 2022, the Company made an amendment to the Certificate of Designation of its Series C Stock which lowered the fixed conversion price from $2.00 per share to $0.25 per share.

On September 1, 2021, the Company filed a Certificate of Designation with the Delaware Secretary of State thereby designating two hundred thousand (200,000) shares as Series D Convertible Preferred Stock, par value $0.001 per share (“Series D Stock”). Each share of Series D Stock is convertible into one hundred (100) shares of common stock of the Company six months after the date of issuance. Series D Stock are non-voting.

On June 30, 2022, the Company made an amendment to the Certificate of Designation of its Series C Stock which lowered the fixed conversion price from $2.00 per share to $0.25 per share. The Company accounted for the amendment as an extinguishment and recorded a deemed dividend in accordance with ASC 260-10-599-2. As such, on June 30, 2022, the shares of Series C Stock recorded at fair value of 296,951 resulting in a deemed contribution of $834,001.

On October 4, 2022, the Company filed a Certificate of Designation with the Delaware Secretary of State that had the effect of designating 300,000 shares of preferred stock as Series E Convertible Preferred Stock (“Series E Stock”). Series E Stock are non-voting, have a par value of $0.0001 per share and have a stated value of $1.00 per share. Each share of Series E Stock carries an annual cumulative dividend of 10% of the stated value. The Company may redeem Series E Stock in cash, if redeemed within 60 days of issuance date, at 110% of the stated value plus accrued unpaid dividends and between 61 days and 180 days at 115% of the stated value plus unpaid accrued dividends. After 180 days of the issuance date, the Company does not have the right to redeem Series E Stock. After 180 days after the issue date, Series E Stock at the stated value together with any unpaid accrued dividends are convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 75% of the market price defined as the lowest three average trading price during the ten trading day period ending on the latest trading day prior to the conversion date. After 18 months following the issuance date, the Company must redeem for cash Series E Stock at its stated value plus any accrued unpaid dividends and the default adjustment, if any.

On March 26, 2022, the Company issued 10,500 shares of Series A Convertible Preferred Stock with a fair value of $4,200 ($2.50 per share) for compensation due to Nadav Elituv, the Chief Executive Officer of the Company.

On April 27, 2022, a 1 for 1,000 reverse stock split of the Company’s common stock took effect which increased the conversion rate of
(i) Series A Stock from 1 (one) share of Series A Stock for 1 (one) share of common stock (pre-reverse stock-split) to 1 (one) share of Series A Stock for 1,000 (one thousand) shares of common stock (post-reverse stock-split) (ii) Series B Stock from 1 (one) share of Series B Stock for 1 (one) share of common stock (pre-reverse stock-split) to 1 (one) share of Series B Stock for 1,000 (one thousand) shares of common stock (post-reverse stock-split) and (iii) Series D Stock from 1 (one) share of Series D Stock for 1 (one) share of common stock (pre-reverse stock-split) to 1 (one) share of Series D Stock for 100 (one hundred) shares of common stock (post-reverse stock-split). The Company accounted for the increase in the conversion rates as an extinguishment and recorded a deemed dividend (contribution) in accordance with ASC 260-10-599-2. As such, on April 27, 2022, the shares of Series A Stock, Series B Stock and Series D Stock were recorded at fair value of $1,966,043, $209,585 and $39,921, respectively, and resulting in a deemed dividend (contribution) of $1,396,721, ($1,354,515) and ($749,085), respectively.

On September 29, 2023, a 1 for 1,000 reverse stock split of the Company’s common stock took effect which increased the conversion rate of (i) Series A Stock from 1 (one) share of Series A Stock for 1 (one) share of common stock (pre-reverse stock-split) to 1 (one) share of Series A Stock for 1,000 (one thousand) shares of common stock (post-reverse stock-split) and (ii) Series C Stock from 1 (one) share of Series C Stock for 1 (one) share of common stock (pre-reverse stock-split) to 1 (one) share of Series C Stock for 400 (one hundred) shares of common stock (post-reverse stock-split). The Company accounted for the increase in the conversion rates as an extinguishment and recorded a deemed dividend (contribution) in accordance with ASC 260-10-599-2. As such, on September 29, 2023, the shares of Series A Stock and Series C Stock were recorded at fair value $56,965 and $72,916, respectively, and resulting in a deemed dividend (contribution) of ($190,040) and ($2,211,884), respectively.

Series A Stock, Series B Stock, Series C Stock, Series D Stock and Series E Stock has been classified as temporary equity (outside of permanent equity) on the consolidated balance sheet on September 30, 2023 and December 31, 2022, since share settlement is not within the control of the Company.

NOTE 10 - STOCKHOLDERS' EQUITY

The Company is authorized to issue an aggregate of 12,000,000,000 common shares with a par value of $0.0001 per share and 1,000,000 shares of preferred stock with a par value of $0.0001 per share.

On March 21, 2022, pursuant to stockholder consent, our Board of Directors authorized an amendment (the "Amendment") to our Certificate of Incorporation, as amended, to affect a reverse stock split of the issued and outstanding shares of our common stock, par value $0.0001, on a 1 for 1,000 basis. We filed the Amendment with the Delaware Secretary of State on March 21, 2022. On April 25, 2022 the Financial Industry Regulatory Authority, Inc. notified us that the reverse stock split would take effect on April 27, 2022. All common stock share and per-share amounts for all periods presented in these consolidated financial statements have been adjusted retroactively to reflect the reverse stock split.

On August 22, 2023, pursuant to stockholder consent, our Board of Directors authorized an amendment (the "Amendment") to our Certificate of Incorporation, as amended, to effect a reverse stock split of the issued and outstanding shares of our common stock, par value $0.0001, on a 1 for 1,000 basis. We filed the Amendment with the Delaware Secretary of State on August 22, 2023. On September 21, 2023 the Financial Industry Regulatory Authority, Inc. notified us that the reverse stock split would take effect on September 29, 2023. All common stock share and per-share amounts for all periods presented in these consolidated financial statements have been adjusted retroactively to reflect the reverse stock split.

For the nine months ended September 30, 2023, the Company elected to convert $117,195 of principal and interest of non-redeemable convertible notes into 2,420,700 shares of common stock of the Company with a fair value of $783,500 resulting in a loss of extinguishment of debt of $666,305.

On February 2, 2023, the Company agreed to issue 978 shares of common stock with a fair value of $3,912 to settle advances with a carrying value of $36,690 (CAD $48,894) due to Nadav Elituv, the Chief Executive Officer of the Company resulting an increase in additional paid-in capital of $32,778.

On February 2, 2023, the Company agreed to issue 6,346 shares of common stock with a fair value of $25,384 to settle consulting fees with a carrying value of $238,103 (CAD $317,302) due to 2130555 Ontario Limited resulting an increase in additional paid-in capital of $212,720. 2130555 Ontario Limited is controlled by Nadav Elituv, the Chief Executive Officer of the Company.

On March 3, 2023, the Holder of Series B Stock elected to convert 7,000 shares of Series B Stock into 7,000 shares of common stock resulting in a $69,162 reduction in the carrying value of Series B Stock.

On May 12, 2023, the Company issued 32 shares of common stock to satisfy an obligation for common stock to be issued with a carrying value of $336,000.

On May 16, 2023, the Holder of Series B Stock elected to convert 4,000 shares of Series B Stock into 4,000 shares of common stock resulting in a $39,921 reduction in the carrying value of Series B Stock.

On June 30, 2023, 10,000 shares of Series C Stock automatically converted into 4,000 shares of common stock in accordance with the Certificate of Designation resulting in a $296,951 reduction in the carrying value of Series C Stock.

On September 29, 2023, the holder of Series A Stock elected to convert 25,000 shares of Series A Stock into 25,000,000 shares of common stock.

Common stock to be issued

On September 30, 2023 and December 31, 2022, the Company had an obligation to issue 0 shares of common stock valued at $0 and 32 shares of common stock valued at $336,000, respectively, for stock-based compensation – consulting services. These shares relate to an agreement dated August 1, 2020 for services to be provided from August 1, 2020 to July 31, 2022 whereby the Company shall pay 50 shares of Common Stock of the Company with a fair value of $525,000 for consulting. The shares are expensed the earlier of (i) the date of issue of shares or (ii) on a straight line over the life of the contract. On May 12, 2023, the Company issued 32 shares of common stock to satisfy the obligation.

NOTE 11 - SUBSEQUENT EVENTS

From October 1, 2023 to November 13, 2023, the Company elected to convert $1,450 of principal and interest of non-redeemable convertible notes into 14,500,000 shares of common stock of the Company with a fair value of $6,110,980 resulting in a loss of extinguishment of debt of $6,109,530.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Two Hands Corporation (the "Company") was incorporated in the state of Delaware on April 3, 2009 and on July 26, 2016, changed its name from Innovative Product Opportunities Inc. to Two Hands Corporation.

The Two Hands co-parenting application launched on July 2018 and the Two Hands Gone application launched In February 2019. The Company ceased work on these applications in 2021.

The gocart.city online consumer grocery delivery application was released in early June 2020 and Cuore Food Services commenced sale of dry goods and produce to other businesses in July 2020.

In July 2021, the Company made the strategic decision to focus exclusively on the grocery market through three on-demand branches of its grocery businesses: gocart.city, Grocery Originals, and Cuore Food Services. All three of such branches of the Company’s business share industry standard warehouse storage space and inventory. The Company’s inventory is updated continuously and generally consists of produce, meats, pantry items, bakery & pastry goods, gluten-free goods, and organic items, acquired from various different suppliers in Canada and internationally, with whom the Company and its principals have cultivated long-term relationships.

gocart.city

gocart.city is the Company’s online delivery marketplace, allowing consumers to shop online and have their groceries delivered. The gocart.city online platform stores all inventory in the Company’s warehouse located at its head office in Mississauga. The aim of gocart.city is to deliver fresh and high-quality food products directly to retail consumers throughout Southern Ontario. The Company recently engaged local renowned chef, Grace DiFede, to curate a new line of meal kits and bundles to sell on the gocart.city platform alongside the Company’s other grocery essentials.

The gocart.city platform is available online and through applications for handheld devices supporting iOS or Android. The features and functions of gocart.city include customers having the ability to search for products by category and name, customers saving items in their cart and being able to share their cart with others, and being able to opt-in to digital weekly alerts that provide information on promotions and discounts on certain products. gocart.city also includes standard payment options for customers, such as PayPal, American Express and Visa.

The Company also employs a social media manager to oversee and increase engagement with customers by using platforms such as Facebook, Twitter, Instagram and Google. The ads that are posted on these platforms are generic branding related to the Company, as well as the promotion of particular sale items. Moreover, the Company has agreements with SRAX, Inc. and Adfuel Media Inc. to boost such engagement.

The Company sold the gocarty.city branch on May 1, 2023.

Grocery Originals

Grocery Originals is the Company’s brick-and-mortar grocery store located in Mississauga Ontario at the site of the Company’s warehouse. Grocery Originals was originally intended for curbside pickup but has expanded into a full service store, that includes a deli, cold storage, a stone pizza oven, and offering a wide variety of fresh and specialty meals curated by Grace Di Fede.

The Company sold the Grocery Originals branch on May 1, 2023.

Cuore Food Services

Cuore Food Services is the Company’s wholesale food distribution branch. Cuore Food Services uses inventory from the Company’s warehouse as well as inventory it acquires on an ad hoc basis, and focuses on bulk delivery of goods to food service business such as restaurants, hotels, event planning/hosting businesses. Orders distributed through Cuore Food Services can be made over the phone or online through a different front-end of the gocart.city platform.

On May 1, 2023, the Company sold its gocarty.city and Grocery Originals branches.

The Company continued Cuore Food Services after May 1, 2023.

The operations of the business are carried on by Two Hands Canada Corporation, a wholly-owned subsidiary of the Company, incorporated under the laws of Canada on February 7, 2014.

Management's Plan of Operation

The Company is focused exclusively on the grocery market through its on-demand grocery business: Cuore Food Services.

Products and Services

The Company plans to continue to expand it reach to additional customers and geographies across Canada and continue to enhance its product offering with fresh, natural and organic foods.

Operations and Logistics

The company plans to expand storage and warehousing, expand warehouse staff, add more delivery trucks and expand the delivery area.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the Financial Statements and accompanying notes. Estimates are used for, but not limited to, the accounting for the allowance for doubtful accounts, inventories, impairment of long-term assets, stock-based compensation, derivatives, income taxes and loss contingencies. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies, among others, may be impacted significantly by judgment, assumptions and estimates used in the preparation of the Financial Statements:

STOCK-BASED COMPENSATION

The Company accounts for stock incentive awards issued to employees and non-employees in accordance with FASB ASC 718, Stock Compensation. Accordingly, stock-based compensation is measured at the grant date, based on the fair value of the award. Stock-based awards to employees are recognized as an expense over the requisite service period, or upon the occurrence of certain vesting events. Additionally, stock-based awards to non-employees are expensed over the period in which the related services are rendered.

DERIVATIVE LIABILITY

In accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Paragraph 815-15-25-1 the conversion feature and certain other features are considered embedded derivative instruments, such as a conversion reset provision, a penalty provision and redemption option, which are to be recorded at their fair value as its fair value can be separated from the convertible note and its conversion is independent of the underlying note value. The Company records the resulting discount on debt related to the conversion features at initial transaction and amortizes the discount using the effective interest rate method over the life of the debt instruments. The conversion liability is then marked to market each reporting period with the resulting gains or losses shown in the statements of operations.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The Company follows ASC Section 815-40-15 (“Section 815-40-15”) to determine whether an instrument (or an embedded feature) is indexed to the Company’s own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument’s contingent exercise and settlement provisions.

The Company evaluates its convertible debt, options, warrants or other contracts, if any, to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 and Section 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then the related fair value is reclassified to equity.

The Company utilizes the binomial option pricing model to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The binomial option pricing model includes subjective input assumptions that can materially affect the fair value estimates. The expected volatility is estimated based on the most recent historical period of time equal to the remaining contractual term of the instrument granted.

REVENUE RECOGNITION

In accordance with ASC 606, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration to which we expect to be entitled to receive in exchange for these goods or services. The provisions of ASC 606 include a five-step process by which we determine revenue recognition, depicting the transfer of goods or services to customers in amounts reflecting the payment to which we expect to be entitled in exchange for those goods or services. ASC 606 requires us to apply the following steps: (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, we satisfy the performance obligation. We recognize revenue for the sale of our products upon delivery to a customer.

RECENT ACCOUNTING PRONOUNCEMENTS

In August 2020, the FASB issued ASU 2020-06, Debt*—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40).* This update amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity and improves and amends the related EPS guidance for both Subtopics. This standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2023, which means it will be effective for our fiscal year beginning January 1, 2014. Early adoption is permitted but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. We are currently evaluating the impact of ASU 2020-06 on our consolidated financial statements.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

COMPARISON OF RESULTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

Sales, Cost of goods sold, Gross profit:

	Three months ended September 30,		Change	
	2023 $	2022 $	$	%
Sales	212,453	172,783	39,670	23
Cost of goods sold	157,191	159,124	(1,933)	(1)
Gross profit	55,262	13,659	41,603	305
Gross profit %	26.0%	7.9%		

Breakdown of sales by branch:

	Three months ended September 30,		Change	
	2023 $	2022$	$	%
gocart.city – online delivery	15,548	9,686	5,862	61
Grocery Originals and Cuore Food Service – retail and wholesale distribution	196,905	163,097	33,808	21
Total sales	212,453	172,783	39,670	23

The gocart.city grocery delivery application was released in early June 2020 and gocart.city wholesale commenced sale of dry goods and produce to other businesses in July 2020. Our revenue from gocart.city – online delivery was due to the recognition of revenue from expired grocery vouchers. gocart.city – online delivery ceased operations on May 1, 2023.

The gross profit percentage increased from 2022 to 2023. This was due to revenue from expired grocery vouchers and improved management of our purchases and inventory.

Operating expenses:

	Three months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Salaries and benefits	170,724	57,921	112,803	195
Occupancy expense	9,673	18,612	(8,939)	(48)
Advertising and travel	3,459	12,103	(8,644)	(71)
Auto expenses	6,721	9,415	(2,694)	(29)
Consulting	73,786	107,932	(34,146)	(32)
Depreciation and Amortization	1,049	713	336	47
Bad debt	3,092	8,621	(5,529)	(64)
Office and general expenses	16,906	23,671	(6,765)	(29)
Professional fees	21,311	55,075	(33,764)	(61)
Freight and delivery	502	10,389	(9,887)	(95)
Total operating expenses	307,223	304,452	2,771	1

Our total operating expenses for the three months ended September 30, 2023 was $307,223, compared to $304,452 for the three months ended September 30, 2022, respectively. The increase in total operating expense is primarily due to an increase in salaries and benefits.

Salaries and benefits for the three months ended September 30, 2023, comprise primarily of accrued but unpaid salary due to Nadav Elituv, our Chief Executive Officer, of $150,000.

Advertising and travel includes expenses for online advertising, website, meals and entertainment.

For the three months ended September 30, 2023, consulting comprises primarily stock-based compensation expense (i) $53,653 for consulting fees and (ii) $20,133 paid to contractors to manage our grocery business.

For the three months ended September 30, 2022, consulting comprises primarily stock-based compensation expense (i) $22,295 for consulting fees and (ii) $0 paid to contractors to manage our grocery business.

Professional fees comprise of audit, legal, filing fees and contract accountant. The decrease in professional fees is primarily due to legal fees related to the prospectus dated April 21, 2022 filed with Ontario Securities Commission and British Columbia Securities Commission and our listing application with the Canadian Securities Exchange.

Other income (expense):

	Three months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Amortization of debt discount and interest expense	(41,064)	(33,287)	(7,777)	23
Loss on settlement of debt	(272,805)	(735,300)	462,495	(63)
Gain on disposition	—	—	—	—
Total operating expenses	(313,869)	(768,587)	454,718	(59)

Amortization of debt discount and interest expense for the three months ended September 30, 2023 was $41,064, compared to $33,287 for the three months ended September 30, 2022. Amortization of debt discount and interest expense relates to the issuance of non-redeemable convertible notes and promissory notes.

During the three months ended September 30, 2023 and 2022, the Company elected to convert $71,275 and $300 of principal and interest of a non-redeemable convertible note into 1,961,500 and 3,000 shares of common stock of the Company resulting in a loss on settlement of debt of $272,805 and $735,300, respectively.

Net loss for the period:

	Three months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Net loss for the period	(565,830)	(1,059,380)	493,550	(47)

Our net loss for the three months ended September 30, 2023 was $565,830, compared to $1,059,380 for the three months ended September 30, 2022, respectively. Our losses during the three months ended September 30, 2023 and 2022 are primarily due to costs associated with professional fees, compensation due to our CEO, interest expense and loss on settlement of debt.

COMPARISON OF RESULTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

Sales, Cost of goods sold, Gross profit:

	Nine months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Sales	585,222	562,513	22,709	4
Cost of goods sold	502,295	534,618	(32,323)	(6)
Gross profit	82,927	27,895	55,032	197
Gross profit %	14.2%	5.0%		

Breakdown of sales by branch:

	Nine months ended September 30,		Change	
	2023	2022		
	$	$	$	%
gocart.city – online delivery	28,715	130,990	(102,275)	(78)
Grocery Originals and Cuore Food Service – retail and wholesale distribution	556,507	431,523	124,984	29
Total sales	585,222	562,513	22,709	4

The gocart.city grocery delivery application was released in early June 2020 and gocart.city wholesale commenced sale of dry goods and produce to other businesses in July 2020. Our revenue from gocart.city – online delivery was primarily due to the recognition of revenue from expired grocery vouchers. gocart.city – online delivery ceased operations on May 1, 2023.

The gross profit percentage of sales increased from 2022 to 2023. This was due to revenue from expired grocery vouchers and improved management of our purchases and inventory.

Operating expenses:

	Nine months ended September 30, 2023 $	2022 $	Change $	%
Salaries and benefits	539,146	13,692,392	(13,153,246)	(96)
Occupancy expense	40,473	72,567	(32,094)	(44)
Advertising and travel	21,984	78,390	(56,406)	(72)
Auto expenses	20,345	33,171	(12,826)	(39)
Consulting	200,885	814,220	(613,335)	(75)
Depreciation and Amortization	7,573	4,418	3,155	71
Bad debt	(25,844)	17,949	(43,793)	(244)
Office and general expenses	44,996	119,882	(74,886)	(62)
Professional fees	93,478	195,596	(102,118)	(52)
Freight and delivery	7,309	57,043	(49,734)	(87)
Total operating expenses	950,345	15,085,628	(14,135,283)	(94)

Our total operating expenses for the nine months ended September 30, 2023 was $950,345, compared to $15,085,628 for the nine months ended September 30, 2022, respectively. The decrease in total operating expense is primarily due to an decrease in expenditure for prepaid advertising credits with SRAX Inc.

Salaries and benefits for the nine months ended September 30, 2023, comprise primarily of accrued but unpaid salary due to Nadav Elituv, our Chief Executive Officer, of $450,000.

Salaries and benefits for the nine months ended September 30, 2022, comprise primarily of stock issued to Nadav Elituv, our Chief Executive Officer with a fair value of $13,504,200.

Advertising and travel includes expenses for online advertising, website, meals and entertainment.

For the nine months ended September 30, 2023, consulting comprises primarily stock-based compensation expense (i) $0 for the expenditure of advertising credits with SRAX, Inc. (ii) $151,531 for consulting fees and (iii) $49,354 paid to contractors to manage our grocery business.

For the nine months ended September 30, 2022, consulting comprises primarily stock-based compensation expense (i) $415,866 for the expenditure of advertising credits with SRAX, Inc. (ii) $156,666 for consulting fees and (iii) $241,688 paid to contractors to manage our grocery business.

Professional fees comprise of audit, legal, filing fees and contract accountant. The decrease in professional fees is primarily due to legal fees related to the prospectus dated April 21, 2022 filed with Ontario Securities Commission and British Columbia Securities Commission and our listing application with the Canadian Securities Exchange.

Other income (expense):

	Nine months ended September 30, 2023 $	2022 $	Change $	%
Amortization of debt discount and interest expense	(117,515)	(96,055)	(21,460)	22
Loss on settlement of debt	(666,305)	(3,606,750)	2,940,445	(82)
Gain on disposition	50,839	—	50,839	—
Total operating expenses	(732,981)	(3,702,805)	2,969,824	(80)

Amortization of debt discount and interest expense for the nine months ended September 30, 2023 was $117,515, compared to $96,055 for the nine months ended September 30, 2022. Amortization of debt discount and interest expense relates to the issuance of non-redeemable convertible notes and promissory notes.

During the nine months ended September 30, 2023 and 2022, the Company elected to convert $117,195 and $103,140 of principal and interest of a non-redeemable convertible note into 2,420,700 and 22,410 shares of common stock of the Company resulting in a loss on settlement of debt of $666,305 and $3,606,750, respectively.

During the nine months ended September 30, 2023 the Company received net proceeds from the sale of gocart.city assets of $64,076 (CAD $86,742). The net proceeds comprise of the settlement $127,249 (CAD $172,261) of accounts payable and $63,173 (CAD $85,519) of account receivable with the Purchaser resulting in a gain of $50,839 (CAD $68,442).

Net loss for the period:

	Nine months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Net loss for the period	(1,600,399)	(18,760,538)	17,160,139	(91)

Our net loss for the nine months ended September 30, 2023 was $1,600,399, compared to $18,760,538 for the nine months ended September 30, 2022, respectively. Our losses during the nine months ended September 30, 2023 and 2022 are primarily due to costs associated with professional fees, compensation due to our CEO, interest expense and loss on settlement of debt.

QUARTERLY RESULTS OF OPERATIONS

The following is a summary of selected quarterly information that has been derived from the financial statements of the Company. This summary should be read in conjunction with the consolidated financial statements of the Company.

Quarter Ended	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021
Sales	$212,453	$197,324	$175,446	$168,790	$172,782	$190,691	$199,039	$324,748
Gross profit	$55,262	$12,216	$15,449	$21,299	$13,659	$(6,278)	$20,514	$19,117
Operating expenses	($307,223)	($277,327)	($365,706)	($2,759,699)	($304,452)	($14,021,263)	($759,913)	($1,270,225)
Other income (expense)	($313,869)	($263,974)	($155,227)	($194,173)	($768,587)	($2,320,020)	($614,198)	($2,155,703)
Net loss for the period	($565,830)	($529,085)	($505,484)	($2,932,573)	($1,059,380)	($16,347,561)	($1,353,597)	($3,406,811)
Basic net income (loss) per share	$1.33	($0.00)	($0.00)	($20.00)	($10.00)	($180.00)	($200.00)	($630.00)
Diluted net loss per share	($0.01)	($0.00)	($0.00)	($20.00)	($10.00)	($180.00)	($200.00)	($630.00)

LIQUIDITY AND CAPITAL RESOURCES

For the nine months ended September 30, 2023

Cash flows used in operating activities

	Nine months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Net cash used in operating activities	(372,464)	(612,822)	240,358	(39)

Our net cash used in operating activities for the nine months ended September 30, 2023 and 2022 is $372,464 and $612,822, respectively. Our net loss for the nine months ended September 30, 2023 of $1,600,399 was the main contributing factor for our negative cash flow. We were able to mostly offset the cash used in operating activities by using our stock to pay for expenses such as, amortization of debt discount of $117,515 and loss on debt settlement of $666,305.

Cash flows used in investing activities

	Nine months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Net cash used in investing activities	—	(9,784)	9,784	100

Cash flows from financing activities

	Nine months ended September 30,		Change	
	2023	2022		
	$	$	$	%
Net cash from financing activities	382,770	118,791	263,979	222

Our net cash provided by financing activities for the nine months ended September 30, 2023 and 2022 is $382,770 and $118,791, respectively.

During the nine months ended September 30, 2023, the Company received $234,417 (CAD $315,585) in cash from its line of credit with The Cellular Connection Ltd. dated April 14, 2022, net cash advances from related party of $50,111 and net proceeds from notes payable of $98,242. The cash advances are non-interest bearing, unsecured and have no specific terms of repayment.

As of September 30, 2023, we had cash of $27,320, working capital (deficiency) of $(1,534,473) and total liabilities of $2,450,211.

Our working capital as of September 30, 2023 and December 31, 2022 is as follows:

	September 30, 2023	December 31, 2022
Current assets	$ 185,882	$ 193,097
Current liabilities	1,720,355	784,473
Working capital (Deficiency)	$ (1,534,473)	$ (591,376)

The Company is continuing to focus improving cash flows from operations by reducing incentives to customers, by making purchases from different suppliers, accelerating the collection of accounts receivable, reducing expenses, managing accounts payable balances and by paying our officers, directors, consultants and staff with our stock.

The Company's financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. During the nine months ended September 30, 2023, the Company incurred a net loss of $1,600,399 and used cash in operating activities of $372,464, and on September 30, 2023, had stockholders' deficit of $2,312,962 and an accumulated deficit of $85,522,915. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern within one year of the date that the financial statements are issued. The Company's independent registered public accounting firm, in their report on the Company's financial statements for the nine months ended September 30, 2023, expressed substantial doubt about the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that might result from the outcome of this uncertainty should we be unable to continue as a going concern.

Over the next 12 months we expect to spend approximately $268,000 in cash for legal, accounting and related services and to implement our business plan. We hope to be able to compensate our independent contractors with stock-based compensation, which will not require us to use our cash, although there can be no assurances that we will be successful in these efforts.

		Cash Required to Implement of Business Plan
General and Administration	$	268,000
Total Estimated Cash Expenditures	$	268,000

On April 14, 2022, the Company entered into a binding Line of Credit with The Cellular Connection Ltd. Pursuant to the Line of Credit, the Company can borrow from the Lender up to CAD $40,915 (CAD $750,000 available on the Line of Credit less CAD $709,085 of funds drawn and outstanding at September 30, 2023) in principal. If required, we expect to be able to secure additional capital through advances from our Chief Executive Officer, note holders, shareholders and others in order to pay expenses such as organizational costs, filing fees, accounting fees and legal fees, however, we do not have any written or oral agreements with any other third parties which require them to fund our operations. Although there can be no assurances that we will be able to obtain such funds in the future, the Company has been able to secure financing to continue operations since its inception on April 3, 2009. We are currently quoted on OTC Pink.. If we need additional capital in the next twelve months and if we cannot raise such capital on acceptable terms, we may have to curtail our operations or terminate our business entirely.

The inability to obtain financing or generate sufficient cash from operations could require us to reduce or eliminate expenditures for developing products and services, or otherwise curtail or discontinue our operations, which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, to the extent that we raise additional capital through the sale of equity or convertible debt securities, the issuance of such securities may result in dilution to existing stockholders. If we raise additional funds through the issuance of debt securities, these securities may have rights, preferences and privileges senior to holders of our common stock and the terms of such debt could impose restrictions on our operations. Regardless of whether our cash assets prove to be inadequate to meet our operational needs, we may seek to compensate providers of services by issuing stock in lieu of cash, which may also result in dilution to existing stockholders.

Our common stock started trading over the counter and has been quoted on the Over-The Counter Bulletin Board since February 17, 2011. The stock currently trades under the symbol "TWOH.OB."

Commitments for future capital expenditures at September 30, 2023 is as follows:

	Payments Due by Period				
Contractual obligations	Total $	Less than 1 year $	1 - 3 years $	4 – 5 years $	After 5 years $
Accounts payable and accrued liabilities	400,493	400,493	—	—	—
Debt	1,554,592	1,311,397	243,195	—	—
Deferred revenue	—	—	—	—	—
Non-redeemable convertible notes	477,856	—	477,856	—	—
Financial lease Obligations	—	—	—	—	—
Operating leases(1)	17,270	8,465	8,805	—	—
Purchase obligations	—	—	—	—	—
Total contractual obligations	2,450,211	1,720,355	729,856	—	—

Notes:

(1) Leases for retail space, equipment and warehousing is currently month to month. Deliveries are currently outsourced.

OPERATING CAPITAL AND CAPITAL EXPENDITURE REQUIREMENTS

We are currently funding our operations by way of cash advances from our Chief Executive Officer, note holders, shareholders and others. We hope to be able to compensate our independent contractors with stock-based compensation, which will not require us to use our cash, although there can be no assurances that we will be successful in these efforts. On April 14, 2022, the Company entered into a binding Line of Credit with The Cellular Connection Ltd. Pursuant to the Line of Credit, the Company can borrow from the Lender up to up to CAD $40,915 (CAD $750,000 available on the Line of Credit less CAD $709,085 of funds drawn and outstanding at September 30, 2023) in principal. We believe our current cash balance and the Line of Credit is sufficient to fund our operations during the next 12 months The loans from our Chief Executive Officer, note holders, shareholders and others are unsecured and non-interest bearing and have no set terms of repayment. Our common stock started trading over the counter and has been quoted on the Over-The Counter Bulletin Board since February 17, 2011. The stock currently trades under the symbol "TWOH.OB."

RELATED PARTY TRANSACTIONS

Nine months ended September 30, 2023 and 2022

Due to Related Party

As of September 30, 2023 and December 31, 2022, advances and accrued salary of $649,742 and $185,473, respectively, were due to Nadav Elituv, the Company's Chief Executive Officer. The balance is non-interest bearing, unsecured and have no specified terms of repayment.

During the nine months ended September 30, 2023 and 2022, the Company issued advances due to related party for $77,490 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $27,379 in cash. In addition, the Company accrued salary of $399,739 due to Nadav Elituv for the nine months ended September 30, 2023. On February 2, 2022, the Company issued common stock to settle due to related party with a carrying value of $188,871 (Note 10).

During the nine months ended September 30, 2022, the Company issued advances due to related party for $133,156 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $92,325 in cash. In addition, the Company accrued salary of $146,916 due to Nadav Elituv for the nine months ended September 30, 2022 and issued a promissory note for $77,308 to settle due to related party.

During the nine months ended September 30, 2023 and 2022, the Company paid Linus Creative Services, a business controlled by Bradley Southam, a director of the Company, $2,649 and $25,259, respectively, for advertising services.

Promissory Notes – Related Party

As of September 30, 2023 and December 31, 2022, promissory note – related party of $0 and $84,377 (principal $78,490 and interest of $5,887), respectively, were outstanding. The promissory notes – related party bear interest of 10% per annum, are unsecured, mature on December 31, 2025 and are due to 2130555 Ontario Limited, a Company controlled by Nadav Elituv, the Company's Chief Executive Officer. On February 2, 2023, the Company issued common stock to settle promissory note – related party and interest with a carrying value of $85,922 (Note 10).

Our policy with regard to transactions with related persons or entities is that such transactions must be on terms no less favorable than could be obtained from non-related persons.

The above related party transactions are not necessarily indicative of the amounts that would have been incurred had a comparable transaction been entered into with an independent party. The terms of these transactions were more favorable than would have been attained if the transactions were negotiated at arm's length.

PROPOSED TRANSACTIONS

The Company is not anticipating any transactions.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Refer to Note 2 in the consolidated financial statements for the nine months ended September 30, 2023 and Note 2 in the consolidated financial statement for the year ended December 31, 2022 for information on accounting policies.

FINANCIAL INSTRUMENTS

The main risks of the Company's financial instrument are exposed to are credit risk, market risk, foreign exchange risk, and liquidity risk.

Credit risk

The Company's credit risk is primarily attributable to trade receivables. Trade receivables comprise amounts due from other businesses from the sale of groceries and dry goods. The Company mitigates credit risk through approvals, limits and monitoring. The amounts disclosed in the consolidated balance sheet are net of allowances for expected credit losses, estimated by the Company's management based on past experience and specific circumstances of the customer. The Company manages credit risk for cash by placing deposits at major Canadian financial institutions.

Market risk

Market risk is the risk that changes in market prices and interest rates will affect the Company's net earnings or the value of financial instruments. These risks are generally outside the control of the Company. The objective of the Company is to mitigate market risk exposures within acceptable limits, while maximizing returns. The Company's market risk consists of risks from changes in foreign exchange rates, interest rates and market prices that affect its financial liabilities, financial assets and future transactions.

Refer to Note 2 in the consolidated financial statements for the nine months ended September 30, 2023 and Note 2 in the consolidated financial statements for the year ended December 31, 2022 for information on market risk.

Foreign Exchange risk

Our revenue is derived from operations in Canada. Our consolidated financial statements are presented in U.S. dollars and our liabilities other than trade payables are primarily due in U.S. dollars. The revenue we earn in Canadian dollars is adversely impacted by the increase in the value of the U.S. dollar relative to the Canadian dollar.

Liquidity risk

Liquidity risk relates to the risk the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The financial liabilities on our consolidated balance sheets consist of accounts payable and accrued liabilities, due to related party, notes payable, convertible notes, net, derivative liabilities, promissory notes, promissory notes – related party and non-redeemable convertible notes, Management monitors cash flow requirements and future cash flow forecasts to ensure it has access to funds through its existing cash and from operations to meet operational and financial obligations. The Company believes it has sufficient liquidity to meet its cash requirements for the next twelve months.

OUTSTANDING SHARE DATA

As of November 13, 2023, the following securities were outstanding:

Common stock: 42,090,329 shares
Series C Convertible Preferred Stock: 80,000

OFF-BALANCE SHEET TRANSACTIONS

We currently have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a Smaller Reporting Company, as defined by Rule 12b-2 of the Exchange Act and in Item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations and therefore are not required to provide the information requested by this Item.

ITEM 4T. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As required by Rule 13a-15 of the Securities Exchange Act of 1934, our principal executive officer and principal financial officer evaluated our company's disclosure controls and procedures (as defined in Rules 13a-15(e) of the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded that as of the end of the period covered by this report, these disclosure controls and procedures were not effective to ensure that the information required to be disclosed by our company in reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities Exchange Commission and to ensure that such information is accumulated and communicated to our company's management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure. The conclusion that our disclosure controls and procedures were not effective was due to the presence of the following material weaknesses in internal control over financial reporting which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both United States generally accepted accounting principles and Securities and Exchange Commission guidelines. Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated.

We plan to take steps to enhance and improve the design of our internal controls over financial reporting. During the period covered by this quarterly report on Form 10-Q, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we plan to implement the following changes during our fiscal year ending December 31, 2023, subject to obtaining additional financing: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out above are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2023 that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We may be involved from time to time in ordinary litigation, negotiation and settlement matters that will not have a material effect on our operations or finances. We are not aware of any pending or threatened litigation against our Company or our officers and directors in their capacity as such that could have a material impact on our operations or finances.

ITEM 1A. RISK FACTORS

A smaller reporting company is not required to provide the information required by this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

For the three months ended September 30, 2023, the Company elected to convert $71,275 of principal and interest of non-redeemable convertible notes into 1,961,500 shares of common stock of the Company with a fair value of $344,080 resulting in a loss of extinguishment of debt of $272,805.

On September 29, 2023, the Holder of Series A Stock elected to convert 25,000 shares of Series A Stock into 25,000,000 shares of common stock.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

During the quarter ended September 30, 2023, we did not have any defaults upon senior securities.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS

Exhibit	Exhibit Description	Filed herewith	Incorporated by reference			
			Form	Period ending	Exhibit	Filing date
3.1	Certificate of Incorporation, dated April 3, 2009		S-1		3.1	6/22/2010
3.2	Bylaws, dated April 3, 2009		S-1		3.2	6/22/2010
3.3	Certificate of Amendment to the Certificate of Incorporation, dated August 8, 2013		10-Q	6/30/2013	3.3	8/14/2013
3.4	Certificate of Amendment to the Certificate of Incorporation, dated July 27, 2016		8-K	9/1/2016	3.1	9/1/2016
3.5	Certificate of Amendment to the Certificate of Incorporation, dated August 27, 2018		8-K	9/10/2018	3.1	9/10/2018
3.6	Certificate of Amendment to the Certificate of Incorporation, dated November 18, 2019		8-K	12/12/2019	3.1	12/12/2019
3.7	Certificate of Amendment to the Certificate of Incorporation, dated July 16, 2021		8-K	7/16/2021	3.1	7/22/2021
3.8	Certificate of Amendment to the Certificate of Incorporation, dated January 3, 2022		8-K	1/3/2022	3.1	1/6/2022
3.9	Certificate of Amendment to the Certificate of Incorporation, As Amended, dated March 21, 2022		8-K	4/25/2022	3.1	4/26/2022
4.1	Specimen Stock Certificate		S-1		4.1	6/22/2010
4.2	Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock, dated August 6, 2013		10-Q	6/30/2013	4.2	8/14/2013
4.3	Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock, dated December 12, 2019		8-K	12/12/2019	3.1	12/19/2019
4.4	Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock, dated October 7, 2020		8-K	10/07/2020	3.1	10/08/2020
4.5	Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock, dated June 24, 2021		8-K	6/24/2021	3.1	7/1/2021
4.6	Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock, dated September 1, 2021		8-K	9/1/2021	3.1	9/1/2021
4.7	Amended and Restated Designation of Series A Convertible Preferred Stock of Two Hands Corporation, dated April 21, 2022		8-K	4/21/2022	3.1	4/26/2022
4.8	Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock, dated July 5, 2022		10-Q	6/30/2022	4.8	8/15/2022
4.9	Certificate of Designation, Preference and Rights of Series E Preferred Stock, dated October 3, 2022		8-K	10/4/2022	3.1	10/11/2022
10.1	Innovative Product Opportunities Inc. Trust Agreement		S-1		10.1	6/22/2010
10.2	Side Letter Agreement, The Cellular Connection Ltd., dated January 8, 2018		10-K	12/31/2017	10.2	3/29/2018
10.3	Side Letter Agreement, Stuart Turk, dated January 8, 2018		10-K	12/31/2017	10.3	3/29/2018
10.4	Side Letter Agreement, Jordan Turk, dated April 12, 2018		10-Q	3/31/2018	10.4	5/21/2018
10.5	Side Letter Agreement, Jordan Turk, dated May 10, 2018		10-Q	3/31/2018	10.5	5/21/2018
10.6	Side Letter Agreement, Jordan Turk, dated September 13, 2018		10-K	12/31/2018	10.6	4/1/2019
10.7	Side Letter Agreement, The Cellular Connection Ltd., dated January 31, 2019		10-K	12/31/2018	10.7	4/1/2019
10.8	Side Letter Agreement, Stuart Turk, dated January 31, 2019		10-K	12/31/2018	10.8	4/1/2019
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Definition	X				

Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TWO HANDS CORPORATION

November 14, 2023	By: /s/ Nadav Elituv Nadav Elituv, President, Chief Executive Officer and Director (Principal Executive Officer)
	By: /s/ Steven Gryfe Steven Gryfe, Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT 31.1

TWO HANDS CORPORATION
OFFICER'S CERTIFICATE PURSUANT TO SECTION 302

I, Nadav Elituv, certify that:

1. I have reviewed this Form 10-Q of TWO HANDS CORPORATION;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2023

By: /s/ Nadav Elituv
Name: Nadav Elituv
Title: President, Chief Executive Officer and Director
(Principal Executive Officer)

EXHIBIT 31.2

TWO HANDS CORPORATION
OFFICER'S CERTIFICATE PURSUANT TO SECTION 302

I, Steven Gryfe, certify that:

1. I have reviewed this Form 10-Q of TWO HANDS CORPORATION;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2023

By: /s/ Steven Gryfe
Name: Steven Gryfe
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

TWO HANDS CORPORATION
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of TWO HANDS CORPORATION (the Registrant) on Form 10-Q for the period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Nadav Elituv, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Nadav Elituv and will be retained by TWO HANDS CORPORATION and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: November 14, 2023

By: /s/ Nadav Elituv
Name: Nadav Elituv
Title: President, Chief Executive Officer and Director
(Principal Executive Officer)

EXHIBIT 32.2

TWO HANDS CORPORATION
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of TWO HANDS CORPORATION (the Registrant) on Form 10-Q for the period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Steven Gryfe, Principal Financial and Accounting Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Steven Gryfe and will be retained by TWO HANDS CORPORATION and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: November 14, 2023

By: /s/ Steven Gryfe
Name: Steven Gryfe
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)