

Two Hands Corporation

Amendment to Management Certification for 12/31/2024 originally published through the OTC Disclosure & News Service on [07/11/2025](#)

Explanatory Note:

Amendment to include control individual of a Noteholder.

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Two Hands Corporation ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☒ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (please describe)

Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Transshare Corporation

Address: 17755 North US Highway 19 Suite 140, Clearwater, FL 33764

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Brunson, Chandler & Jones – Lance Brunson

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 7/10/2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Emil, Assentato	CEO, Director & > 5% owner	Locust Valley, NY	3,000,000,00 0	Common	53.2%
Matthew, Stark	CFO, Director	Little Falls, NJ	N/A	N/A	N/A
Craig, Marshak	Director	Atlantic Beach, NY	N/A	N/A	N/A
Daniel, Reshef	Director	Livingston, NJ	N/A	N/A	N/A

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

N/A

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
12/30/24	\$100,000	\$120,000	12/31/25	The Company may convert principal and interest at a fixed conversion price of \$0.0001 per share of the Company's common stock	None	1,200,000,000	Emil Assentato	Cash consideration
04/16/25	\$94,300	\$99,235	02/1/26	The conversion price shall equal 75% multiplied by the Market Price, whereas Market Price means the lowest Trading Price for the Common Stock during the ten Trading Day period ending on the latest Trading Day prior to Conversion Date.	None	33,926,495	1800 Diagonal Lending LLC; Curt Kramer, President of 1800 Diagonal Lending LLC, has voting/investment control over this entity.	Loan
Total Outstanding Balance:		\$219,235	Total Shares:		None	1,233,926,495		

Any additional material details, including footnotes to the table are below :

December 2024 Note:

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, 2018 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.

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

On December 30, 2024, Jordan Turk and the Company agreed to exchange \$43,328 of principal and interest for a New Promissory Note with a carrying value of \$71,993 resulting in a loss of extinguishment of \$28,665.

Also, on December 30, 2024, Jordan Turk entered into an agreement to assign the remaining outstanding principal and interest of the original Note with a carrying value of \$100,000 to Emil Assentato, the Chief Executive Officer of the Company.

April 2025 Note:

On April 16, 2025, the Company entered into a securities purchase agreement with 1800 Diagonal Lending LLC ("1800 Diagonal"), pursuant to which the Company sold and 1800 Diagonal purchased a convertible promissory note in the principal amount of \$94,300, for a purchase price of \$82,000.

After transaction costs of \$7,000, the Company received a net of \$75,000. The Note matures on February 1, 2026, accrues interest of 10% per annum, and is convertible at any time 180 days after the date of the Note. The conversion price shall be 75% of the lowest closing bid price during the 10 trading days prior to the conversion date.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Matthew Stark

Title: Chief Financial Officer

Date: 7/11/2025

Signature: /s/ Matthew Stark

(Digital Signatures should appear as "/s/ [OFFICER NAME]")