TWO HANDS CORP

FORM 10-Q
(Quarterly Report)

Filed 05/14/25 for the Period Ending 03/31/25

Address	141 PIPING ROCK ROAD
	LOCUST VALLEY, NY, 11560
Telephone	516-384-2577
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SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Food Retail & Distribution
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

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 March 31, 2025

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	**33-4429767**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
41 Piping Rock Road **Locust Valley, New York** (Address of Principal Executive Offices)	**11560** (Zip Code)

(516) 384-8577
(Registrant's telephone number, including area code)

(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)

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of May 13, 2025 the issuer had 5,639,232,132 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 14, 2025, 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 14, 2025.

TWO HANDS CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2025

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Item 1. Financial Statements.

TWO HANDS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS	March 31, 2025 (Unaudited)	December 31, 2024
Current assets		
Cash	$ 2,752	$ 1,733
Accounts receivable, net	—	71,431
VAT taxes receivable	14,400	12,283
Prepaid expenses	13,070	—
Total current assets	30,222	85,447
Property and equipment, net	5,506	6,025
Operating lease right-of-use asset	4,205	6,263
Total assets	$ 39,933	$ 97,735
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 477,194	$ 528,643
Accrued liabilities - related party	55,000	—
Note payable - related party	201,446	—
Notes payable	115,037	115,642
Line of credit	850,972	834,405
Deferred revenue	—	—
Promissory notes	2,133,041	2,081,016
Non-redeemable convertible note, net - related party	104,932	100,000
Operating lease right-of-use liability	4,205	6,263
Total current liabilities	3,941,827	3,665,969
Total liabilities	3,941,827	3,665,969
Commitments and Contingencies	—	—
Stockholder's deficit		
Common stock; $0.0001 par value; 12,000,000,000 shares authorized, 5,469,037,729 shares issued and outstanding, respectively	546,905	546,905
Additional paid-in capital	90,288,032	90,288,032
Accumulated other comprehensive income	113,749	116,977
Accumulated deficit	(94,850,580)	(94,520,148)
Total stockholders' deficit	(3,901,894)	(3,568,234)
Total liabilities and stockholders' deficit	$ 39,933	$ 97,735

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

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

	For the three months ended March 31, 2025	2024
Sales	$ —	$ 163,477
Cost of goods sold	—	148,488
Gross profit	—	14,989
Operating expenses		
General and administrative	257,069	305,190
Total operating expenses	257,069	305,190
Loss from operations	(257,069)	(290,201)
Other income (expense)		
Amortization of debt discount and interest expense	(73,363)	(41,810)
Loss on settlement of non-redeemable convertible notes and promissory notes	—	(450,135)
Total other income (expense)	(73,363)	(491,945)
Net loss	(330,432)	(782,146)
Other comprehensive income (loss)		
Foreign currency translation adjustment	(3,228)	27,834
Total other comprehensive income (loss)	(3,228)	27,834
Comprehensive loss	$ (333,660)	$ (754,312)
Loss per common share - basic and diluted	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding - basic and diluted	5,469,037,729	60,258,460

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

TWO HANDS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
For the three months ended March 31, 2025 and 2024
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount				
Balance, December 31, 2024	5,469,037,729	$ 546,905	90,288,032	116,977	(94,520,148)	(3,568,234)
						—
Foreign currency translation adjustment	—	—	—	(3,228)	—	(3,228)
Net loss	—	—	—	—	(330,432)	(330,432)
Balance, March 31, 2025	**5,469,037,729**	**$ 546,905**	**$ 90,288,032**	**$ 113,749**	**$ (94,850,580)**	**$ (3,901,894)**

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount				
Balance, December 31, 2023	42,090,329	$ 4,210	$ 89,278,354	$ 6,270	$ (92,086,178)	$ (2,797,344)
Stock issued for conversion of non-redeemable convertible notes	58,650,000	5,865	450,135	—	—	456,000
Stock issued for settlement of debt - related party	8,000,000	800	295,200	—	—	296,000
Foreign exchange loss	—	—	—	27,834	—	27,834
Net loss	—	—	—	—	(782,146)	(782,146)
Balance, March 31, 2024	**108,740,329**	**$ 10,875**	**$ 90,023,689**	**$ 34,104**	**$ (92,868,324)**	**$ (2,799,656)**

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

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

	For the three months ended March 31, 2025	2024
Cash flows from operating activities		
Net loss	$ (330,432)	$ (782,146)
Adjustments to reconcile net loss to cash used in operating activities		
Depreciation and amortization	2,605	2,966
Bad debt	6,438	2,633
Amortization of debt discount	73,363	41,810
Loss on settlement of non-redeemable convertible notes	—	450,135
Change in operating assets and liabilities		
Accounts and taxes receivable	63,104	(23,745)
Prepaid expense	(13,081)	10,000
Inventory	—	(41,875)
Accounts payable and accrued liabilities	1,997	208,148
Operating lease right-of-use liability	(2,073)	(2,122)
Net cash used in operating activities	(198,079)	(134,196)
Cash flows from investing activities		
Net cash used in investing activities	—	—
Cash flow from financing activities		
Advances	1,236	—
Repayment of advances	(2,075)	—
Expenses paid for by related party	199,937	24,255
Repayment of advances to related party	—	(4,422)
Proceeds from line of credit	—	101,822
Net cash provided by financing activities	199,098	121,655
Change in foreign exchange	—	(450)
Net change in cash	1,019	(12,991)
Cash, beginning of the period	1,733	24,351
Cash, end of the period	$ 2,752	$ 11,360
Cash paid during the period		
Interest paid	$ —	$ —
Income taxes paid	$ —	$ —
Supplemental disclosure of non-cash investing and financing activities		
Stock issued for settlement of debt - related party	$ —	$ 296,000
Stock issued to settle non-redeemable convertible notes	$ —	$ 456,000

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

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, 2024, 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. After May 1, 2024, the Company continued the business of Cuore Food Services.

In January 2025, the Company announced its plans to strategically reposition for future growth outside of the wholesale food distribution branch and is taking steps to ensure a smooth and efficient transition away from the legacy business.

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, 2024 of Two Hands Corporation in our Form 10-K filed on April 14, 2025.

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 March 31, 2025 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 three months ended March 31, 2025, the Company incurred a net loss of $330,432 and used cash in operating activities of $198,079, and on March 31, 2025, had stockholders' deficit of $3,901,894 and an accumulated deficit of $94,850,580. 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 payable and purchases concentrations:

	Accounts payable on March 31, 2025	Purchases for the three months ended March 31, 2025
Supplier #1	11%	—
Supplier #2	11%	—
Supplier #3	11%	—
Total concentration	33%	—%

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 is recorded at the invoiced amount and do not bear interest. The Company grants credit to its customers with defined payment terms, performs ongoing evaluations of the credit worthiness of its customers and generally does not require collateral. Accounts receivables are carried at their outstanding principal amounts, less an anticipated amount for discounts and an allowance for expected credit losses, which management believes is sufficient to cover potential credit losses based on historical experience and periodic evaluation of the financial condition of the Company's customers. Estimated credit losses consider relevant information about past events, current conditions and reasonable and supporting forecasts that affect the collectability of financial assets.

The allowance for doubtful accounts on March 31, 2025 and December 31, 2024 is $137,579 and $130,883, 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, unless physical inventory counts are performed. Any significant adjustment that results from the reconciliation with physical inventory counts is disclosed. On March 31, 2025 and December 31, 2024, the inventory valuation allowance was $0 and $39,774, respectively.

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 three months ended March 31, 2025 and 2024, the Company had revenue of $0 and $163,477, respectively 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 ("ASC") 740, Income Taxes. Under the assets and liability method of 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 non-redeemable convertible notes and the line of credit. On March 31, 2025 and 2024, we excluded the common stock issuable upon conversion of non-redeemable convertible notes, and Series C Stock of 1,551,541,351 shares and 6,003,349,000 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.

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.

STOCK-BASED COMPENSATION

The Company accounts for stock incentive awards issued to employees and non-employees in accordance with 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 December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures (Topic 740). The ASU requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as additional information on income taxes paid. The ASU is effective on a prospective basis for annual periods beginning after December 15, 2024. Early adoption is also permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the provisions of the amendments and the impact on its financial statements. The Company adopted this new standard on January 1, 2025 and the adoption did not have a material impact on the 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 NOTE, NET – RELATED PARTY

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.

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.

The consolidated statement of operations includes interest expense of $4,932 and $5,939 for the three months ended March 31, 2025 and 2024, respectively. On March 31, 2025 and December 31, 2024, the carrying amount of the Note is $104,932 (face value of $120,000 less $15,068 unamortized discount) and $100,000 (face value of $100,000 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 0.50 years at March 31, 2025. The weighted-average discount rate was 3.96% at March 31, 2025.

The Company's operating lease expires in 2025. The following shows future lease payments for the remaining periods under operating lease at March 31, 2025:

Periods ending March 31,		Operating Lease Commitments
2025	$	4,821
Total operating lease commitments		4,821
Less: imputed interest		(616)
Total right-of-use liability	$	4,205

The Company's discounted current right-of-use lease liability and discounted non-current right-of-use lease liability on March 31, 2025 is $4,205 and $0, respectively.

Operating leases expense for the three months ended March 31, 2025 is $2,413.

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 and the outstanding principal bears interest at 8% per annum, payable monthly. The outstanding principal and all accrued interest became due and payable in full on May 1, 2024, the maturity date of the Line of Credit. The Lender has provided verbal assurances that the Company may continue to borrow additional funds at the same terms as the Line of Credit. Any indebtedness under the Line of Credit are secured against accounts receivable and inventory of the Company.

On December 30, 2024, the Company and the Lender agreed to amend (the "Amendment") to the terms of the Line of Credit. The Amendment cancels the right of the Company, at its option, to convert outstanding principal and interest into shares of common stock of the Company after twelve months from the first advance at a conversion price of $0.10 per share. The Amendment grants the right of the Lender, at its option, to convert outstanding principal or interest into shares of common stock of the Company at a conversion price of $0.005 per share (the "Conversion Option"). The Company determined that the Conversion Option was not substantive in accordance with ASC 470-50-40-10 since the conversion price of $0.005 per share was extremely high when compared to the fair value of Company stock of $0.0001 per share on issuance of the Amendment.

Any conversion is subject to a restriction on the Lender never holding more than 4.99% of the Company's Common Shares.

As of March 31, 2025 and December 31, 2024, the Line of Credit of $850,972 (principal $744,224 (CAD $1,069,595) and interest of $106,748) and of $834,405 (principal $742,727 (CAD $1,069,595) and interest of $91,678), respectively, was outstanding. The consolidated statement of operations includes interest expense of $14,897 and $12,097 for the three months ended March 31, 2025 and 2024, respectively.

NOTE 6 – NOTES PAYABLE

As of March 31, 2025 and December 31, 2024, notes payable due to Piero Manzini and Nadav Elituv, the former CEO of the Company, totaling $115,037 and $115,642, respectively, were outstanding. The balances are non-interest bearing, unsecured and have no specified terms of repayment. On September 9, 2024, notes payable which totaled $4,601 were settled by exchanging these notes payable for promissory notes.

NOTE 7 – PROMISSORY NOTES

As of March 31, 2025 and December 31, 2024, promissory notes of $2,133,041 (principal $2,081,016 and interest of $52,025) and of $2,081,016 (principal $2,081,016 and interest of $0), respectively, were outstanding. The promissory notes are unsecured, bear interest of 10% per annum and are due on December 31, 2025.

NOTE 8 – RELATED PARTY TRANSACTIONS

Notes payable – related party

On March 31, 2025 and December 31, 2024, $201,446 (comprising of $199,937 of advances and $1,509 of interest) and $0, respectively was due to Emil Assentato, the Company's Chief Executive. During the three months ended March 31, 2025, the Company issued advances for $199,937 for expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $0 in cash. This note payable – related party earns interest at 8% per annum, is unsecured and is due on demand.

During the three months ended March 31, 2024, the Company issued advances due to Nadav Elituv, the former CEO of the Company, for $24,255 for expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $4,422 in cash. In addition, the Company accrued salary of $203,172 due to Nadav Elituv, for services provided during the three months ended March 31, 2024. On February 26, 2024, the Company issued common stock to settle due to related party with a carrying value of $296,000 (Note 10).

Employment Agreements

On March 17, 2024, the Company executed an employment agreement for the period from January 1, 2024 to December 31, 2024 with Nadav Elituv, the former Chief Executive Officer of the Company whereby the Company shall pay an annual salary of $600,000 from available funds.

On January 1, 2024, entered into a consulting agreement to pay 2130555 Ontario Limited, a Company controlled by Nadav Elituv, a monthly consulting fee of CAD $24,000 per month for services for the period from January 1, 2024 to December 31, 2024.

On March 31, 2025, the Company recorded accrued liabilities – related parties a total of $55,000 for services provided by the Chief Executive Officer, chief Financial Officer and a Director.

NOTE 9 – PREFERRED STOCK

Series A convertible preferred stock; $0.01 par value; 200,000 shares designated, 0 shares issued and outstanding on March 31, 2025 and December 31, 2024.

Series B convertible preferred stock; $0.01 par value; 100,000 shares designated, 0 shares issued and outstanding on March 31, 2025 and December 31, 2024.

Series C convertible preferred stock; $0.001 par value; 150,000 shares designated, 0 shares issued and outstanding on March 31, 2025 and December 31, 2024.

Series D convertible preferred stock; $0.001 par value; 200,000 shares designated, 0 shares issued and outstanding on March 31, 2025 and December 31, 2024.

Series E convertible preferred stock; $0.0001 par value; 300,000 shares designated, 0 shares issued and outstanding on March 31, 2025 and December 31, 2024.

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 five thousand (5,000) 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. Per separate agreement, the fixed conversion price was adjusted to $400 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.

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.

During the three months ended March 31, 2024, the Company elected to convert $5,865 of principal and interest of non-redeemable convertible notes into 58,650,000 shares of common stock of the Company with a fair value of $456,000 resulting in a loss of extinguishment of debt of $450,135.

On February 26, 2024, the Company agreed to issue 8,000,000 shares of common stock with a fair value of $109,600 to settle accrued salary and expenses of $296,000 (CAD $400,000) due to Nadav Elituv, the Chief Executive Officer of the Company resulting an increase in additional paid-in capital of $186,400.

NOTE 11 - SUBSEQUENT EVENTS

Line of Credit

On April 14, 2025, The Cellular Connection Ltd. elected to convert $850,972 of principal and interest of the line of credit into 170,194,403 shares of common stock of the Company at a conversion price of $0.005 per share. The line of credit is paid in full.

1800 Diagonal Lending LLC

On April 16, 2025 the Company entered into a Securities Purchase Agreement with 1800 Diagonal Lending LLC ("Holder") relating to the issuance and sale of a Convertible Note (the "Note") with an original principal amount of $94,300 less original issue discount of $12,300 and transaction costs of $7,000 bearing an 10% annual interest rate and maturing February 1, 2026 for $75,000 in cash. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 75% of the lowest closing bid price during the 10 trading days prior to the conversion date. Additionally, the Holder of the Note is entitled to deduct $1,500 from the conversion amount in each note conversion to cover the holder's deposit fees associated with the conversion. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 115% of the original principal amount plus interest, between 91 days and 150 days at 120% of the original principal amount plus interest and between 151 days and 180 days at 125% of the original principal amount plus interest.

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

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".

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.

Management's Plan of Operation

In January 2025, the Company announced its plans to strategically reposition for future growth outside of the wholesale food distribution branch and is taking steps to ensure a smooth and efficient transition away from the legacy business.

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:

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 non-redeemable convertible notes and the line of credit. On March 31, 2025 and 2024, we excluded the common stock issuable upon conversion of non-redeemable convertible notes, and Series C Stock of 1,551,541,351 shares and 6,003,349,000 shares, respectively, as their effect would have been anti-dilutive.

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.

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 December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures (Topic 740). The ASU requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as additional information on income taxes paid. The ASU is effective on a prospective basis for annual periods beginning after December 15, 2024. Early adoption is also permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the provisions of the amendments and the impact on its financial statements. The Company adopted this new standard on January 1, 2025 and the adoption did not have a material impact on the 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 MARCH 31, 2025 AND 2024

Sales, Cost of goods sold, Gross profit:

	Three months ended March 31,		Change	
	2025	2024		
	$	$	$	%
Sales	—	163,477	(163,477)	(100)
Cost of goods sold	—	148,488	(148,488)	(100)
Gross profit	—	14,989	(14,989)	(100)
Gross profit %	—	9.2%		

In January 2025, the Company announced its plans to strategically reposition for future growth outside of the wholesale food distribution branch and is taking steps to ensure a smooth and efficient transition away from the legacy business.

Operating expenses:

	Three months ended March 31,		Change	
	2025	2024		
	$	$	$	%
Salaries and benefits	55,000	163,000	(108,000)	(66)
Occupancy expense	1,254	10,564	(9,310)	(88)
Advertising and travel	—	(33,043)	33,043	(100)
Auto expenses	340	5,058	(4,718)	(93)
Consulting	5,954	77,094	(71,140)	(92)
Depreciation and Amortization	2,605	2,966	(361)	(12)
Bad debt	6,438	2,633	3,805	144
Office and general expenses	19,784	17,115	2,669	16
Professional fees	165,694	56,870	108,824	191
Freight and delivery	—	2,933	(2,933)	(100)
Total operating expenses	257,069	305,190	(48,121)	(16)

Our total operating expenses for the three months ended March 31, 2025 was $257,069, compared to $305,190, for the three months ended March 31, 2024, respectively. The decrease in total operating expense is primarily due to decrease in salaries and benefits, consulting, offset by increase in professional fees

Salaries and benefits for the three months ended March 31, 2025 and 2024, comprise primarily of salary due to Emil Assentato, our Chief Executive Officer, of $45,000 and of salary to Nadav, Elituv, our former Chief Executive Officer, of $150,000, respectively. Also, included in salaries and benefits is $10,000 of compensation to our Chief Financial Officer and to a Director.

For the three months ended March 31, 2024, consulting comprises primarily of (i) $53,374 for consulting fees payable under a consulting agreement with 2130555 Ontario Limited, a Company controlled by Nadav Elituv and (ii) $23,720 paid to contractors to manage our grocery business The amount paid to contractors managing our grocery business increased in 2024 due to fewer employees being paid on regular payroll.

Professional fees increased in 2025 due to $99,000 expended on due diligence related to a new business in the artisan crafted denim and premium combed Pima cotton yarns. The Company discontinued its plans for this line of business after March 31, 2025.

On January 1, 2024, entered into a consulting agreement to pay 2130555 Ontario Limited, a Company controlled by Nadav Elituv, a monthly consulting fee of CAD $24,000 per month for services for the period from January 1, 2024 to December 31, 2024.

Other income (expense):

	Three months ended March 31,		Change	
	2025	2024		
	$	$	$	%
Amortization of debt discount and interest expense	(73,363)	(41,810)	(31,553)	75
Loss on settlement of non-redeemable convertible notes	—	(450,135)	450,135	(100)
Total operating expenses	(73,363)	(491,945)	418,582	(85)

Amortization of debt discount and interest expense for the three months ended March 31, 2025 was $73,363, compared to $41,810 for the three months ended March 31, 2024. Amortization of debt discount and interest expense relates to the issuance of non-redeemable convertible notes and promissory notes.

During the three months ended March 31, 2025 and 2024, the Company elected to convert $0 and $5,865 of principal and interest of a non-redeemable convertible note into 0 and 58,650,000 shares of common stock of the Company resulting in a loss on settlement of debt of $0 and $450,135, respectively.

Net loss for the period:

	Three months ended March 31,		Change	
	2025	2024		
	$	$	$	%
Net loss for the period	(330,432)	(782,146)	451,714	(58)

Our net loss for the three months ended March 31, 2025 was $330,432, compared to $782,146 for the three months ended March 31, 2024, respectively. Our losses during the three months ended March 31, 2025 and 2024 are primarily due to costs associated with professional fees, compensation due to our CEO, interest expense and loss on settlement of non-redeemable convertible notes and promissory notes.

expense and loss on settlement of non-redeemable convertible notes.

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	**March 31, 2025**	**December 31, 2024**	**September 30, 2024**	**June 30, 2024**	**March 31, 2024**	**December 31, 2023**	**September 30, 2023**	**June 30, 2023**
Sales	$ —	$ 140,258	$ 179,502	$ 226,289	$ 163,477	$ 198,266	$ 212,453	$ 197,324
Gross profit	$ —	$ (34,216)	$ 26,025	$ 45,010	$ 14,989	$ (20,815)	$ 55,262	$ 12,216
Operating expenses	$ (257,069)	$ (299,791)	$ (300,665)	$ (311,499)	$ (305,190)	$ (391,043)	$ (307,223)	$ (277,327)
Other income (expense)	$ (73,363)	$ (489,659)	$ (58,477)	$ (228,552)	$ (491,945)	$ (6,151,405)	$ (313,869)	$ (263,974)
Net loss for the period	$ (330,432)	$ (823,666)	$ (333,117)	$ (495,041)	$ (782,146)	$ (6,563,263)	$ (565,830)	$ (529,085)
Basic net income (loss) per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.17)	$ 1.33	$ (0.00)
Diluted net loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.17)	$ (0.01)	$ (0.00)

LIQUIDITY AND CAPITAL RESOURCES

For the three months ended March 31, 2025

Cash flows used in operating activities

	Three months ended March 31,		Change	
	2025	2024		
	$	$	$	%
Net cash used in operating activities	(198,079)	(134,196)	(63,883)	48

Our net cash used in operating activities for the three months ended March 31, 2025 and 2024 is $198,079 and $134,196, respectively. Our net loss for the three months ended March 31, 2025 of $330,432 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 $73,363.

Cash flows used in investing activities

	Three months ended March 31,		Change	
	2025	2024		
	$	$	$	%
Net cash used in investing activities	—	—	—	—

Cash flows from financing activities

	Three months ended March 31,		Change	
	2025	2024		
	$	$	$	%
Net cash from financing activities	199,098	121,655	77,443	64

Our net cash provided by financing activities for the three months ended March 31, 2025 and 2024 is $199,098 and $121,655, respectively.

During the three months ended March 31, 2025 and 2024, the Company received cash advances from related party of $199,937 and $24,255, respectively. The cash advances are non-interest bearing, unsecured and have no specific terms of repayment.

As of March 31, 2025, we had cash of $2,752, working capital (deficiency) of $(3,911,605) and total liabilities of $3,941,827.

Our working capital as of March 31, 2025 and December 31, 2024 is as follows:

	March 31, 2025	December 31, 2024
	$ 30,222	$ 85,447
Current liabilities	3,941,827	3,665,969
Working capital (Deficiency)	$ (3,911,605)	$ (3,580,522)

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 three months ended March 31, 2025, the Company incurred a net loss of $330,432 and used cash in operating activities of $198,079, and on March 31, 2025, had stockholders' deficit of $3,901,894 and an accumulated deficit of $94,850,580. 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 year ended December 31, 2024, contains an explanatory paragraph regarding 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 $300,000 in cash for operations, 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 Business Plan
General and Administration	$ 300,000
Total Estimated Cash Expenditures	$ 300,000

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 up to CAD $0 (CAD $750,000 available on the Line of Credit less CAD $1,069,595 of funds drawn and outstanding on March 31, 2025) in principal. Commencing in 2025, the Lender has indicated that they are no longer willing to continue to advance cash under this Line of Credit.

We expect to be able to secure additional capital through advances from our Chief Executive Officer 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. We are currently in discussions with investors for private loans and an equity line of credit. 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 on March 31, 2025 is as follows:

	Payments Due by Period				
	Total	Less than 1 year	1 - 3 years	4 – 5 years	After 5 years
Contractual obligations	$	$	$	$	$
Accounts payable and accrued liabilities	532,194	532,194	—	—	—
Notes payable – related party	201,446	201,446			
Debt	3,099,050	3,099,050	—	—	—
Non-redeemable convertible notes	104,932	104,932	—	—	—
Operating leases[(1)]	4,205	4,205	—	—	—
Total contractual obligations	3,941,827	3,941,827	—	—	—

Notes:

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

OPERATING CAPITAL AND CAPITAL EXPENDITURE REQUIREMENTS

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 $0 (CAD $750,000 available on the Line of Credit less CAD $1,069,595 of funds drawn and outstanding on March 31, 2025) in principal. Commencing in 2025, the Lender has indicated that they are no longer willing to continue to advance cash under this Line of Credit.

We expect to be able to secure additional capital through advances from our Chief Executive Officer 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. We are currently in discussions with investors for private loans and an equity line of credit. 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.

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

Notes payable – related party

On March 31, 2025 and December 31, 2024, $201,446 (comprising of $199,937 of advances and $1,509 of interest) and $0, respectively was due to Emil Assentato, the Company's Chief Executive. During the three months ended March 31, 2025, the Company issued advances for $199,937 for expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $0 in cash. These note payable – related party earns interest at 8% per annum, is unsecured and has no specific terms of repayment.

During the three months ended March 31, 2024, the Company issued advances due to Nadav Elituv, the former CEO of the Company, for $24,255 for expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $4,422 in cash. In addition, the Company accrued salary of $203,172 due to Nadav Elituv, for services provided during the three months ended March 31, 2024. On February 26, 2024, the Company issued common stock to settle due to related party with a carrying value of $296,000 (Note 10).

Non-redeemable convertible notes – related party

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.

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.

The consolidated statement of operations includes interest expense of $4,932 and $5,939 for the three months ended March 31, 2025 and 2024, respectively. On March 31, 2025 and December 31, 2024, the carrying amount of the Note is $104,932 (face value of $120,000 less $15,068 unamortized discount) and $100,000 (face value of $100,000 less $0 unamortized discount), respectively.

Promissory Notes – Related Party

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 three months ended March 31, 2025 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

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 three months ended March 31, 2025 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 May 13, 2025, the following securities were outstanding:

Common stock: 5,639,232,132 shares

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, 2025, 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 March 31, 2025 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.

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

During the quarter ended March 31, 2025, we did not have any defaults upon senior securities.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION.

During the quarter ended March 31, 2025, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements.

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
3.10	Certificate of Amendment to the Certificate of Incorporation, As Amended, filed with the Delaware Secretary of State on August 22, 2023.		8-K	9/8/2023	3.1	9/11/2023
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
19.1	Insider Trading Policy		10-K	12/31/2024	19.1	4/14/2025
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1*	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
32.2*	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS	XBRL Instance Document – the instance document does not appear in the Interactive Data Files as its XBRL tags are embedded within the Inline XBRL document	X				
101.SCH	XBRL Taxonomy Extension Schema Document	X				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	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
104	Cover page formatted as Inline XBRL and contained in Exhibit 101	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

Dated: May 15, 2025

By: */s/ Emil Assentato*
Name: Emil Assentato
Title: President, Chief Executive Officer and Director
(Principal Executive Officer)

By: /s/ *Matthew Stark*
Name: Matthew Stark
Title: Chief Financial Officer and Director
(Principal Financial and Accounting Officer)

EXHIBIT 31.1

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Emil Assentato, 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 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 our 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.

May 14, 2025

/s/ Emil Assentato
Emil Assentato
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Matthew Stark, 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 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.

5. The registrants other certifying officer(s) and I have disclosed, based on our 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.

May 14, 2025

/s/ Matthew Stark
Matthew Stark
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

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 "Company") on Form 10-Q for the period ended March 31, 2025, as filed with the Securities and Exchange Commission (the "Report"), I, Emil Assentato, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to SS. 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 result of operations of the Company.

May 14, 2025

/s/ Emil Assentato
Emil Assentato
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

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 “Company”) on Form 10-Q for the period ended March 31, 2025, as filed with the Securities and Exchange Commission (the “Report”), I, Matthew Stark, Treasurer of the Company, certify, pursuant to 18 U.S.C. SS. 1350, as adopted pursuant to SS. 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 result of operations of the Company.

May 14, 2025

/s/ Matthew Stark
Matthew Stark
Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.