TWO HANDS CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023

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

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

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

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

gocart.city

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

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

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

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

Grocery Originals

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

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

Cuore Food Services

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

On May 1, 2023, the Company sold its gocarty.city and Grocery Originals branches. The Company continued Cuore Food Services after May 1, 2023.

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

Management's Plan of Operation

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

Products and Services

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

Operations and Logistics

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

Critical Accounting Policies and Estimates

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

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

STOCK-BASED COMPENSATION

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

DERIVATIVE LIABILITY

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

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

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

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

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

REVENUE RECOGNITION

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

RECENT ACCOUNTING PRONOUNCEMENTS

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

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

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

Sales, Cost of goods sold, Gross profit:

	Three months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Sales	197,324	190,691	6,633	3
Cost of goods sold	185,108	196,969	(11,861)	(6)
Gross profit	12,216	(6,278)	18,494	(295)
		)		
Gross profit %	6.2%	(3.3%		

Breakdown of sales by branch:

	Three months ended June 30,		Change	
	2023	2022		
	$	$	$	%
gocart.city – online delivery	362	54,677	(54,315)	(99)
Grocery Originals and Cuore Food Service – retail and wholesale distribution	196,962	136,014	60,948	45
Total sales	197,324	190,691	6,633	3

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The gocart.city grocery delivery application was released in early June 2020 and gocart.city wholesale commenced sale of dry goods and produce to other businesses in July 2020. Our revenue from gocart.city – online delivery has decreased from the previous period because we (1) have decreased advertising expenditures as part of our overall plan to reduce expenses (2) have concentrated our efforts on our wholesale business and (3) on May 1, 2023, gocart.city and Grocery Originals was sold.

Cost of goods sold as a percentage of sales decreased from 2022 to 2023. This was due to the write-off of expired inventory in 2022.

Operating expenses:

	Three months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Salaries and benefits	172,852	13,571,665	(13,398,813)	(99)
Occupancy expense	12,375	25,309	(12,934)	(51)
Advertising and travel	11,930	19,169	(7,239)	(38)
Auto expenses	5,502	11,739	(6,237)	(53)
Consulting	67,018	282,145	(215,127)	(76)
Depreciation and Amortization	3,219	747	2,472	331
Bad debt	(31,940)	9,328	(41,268)	(442)
Office and general expenses	14,674	21,478	(6,804)	(32)
Professional fees	19,571	58,199	(38,628)	(66)
Freight and delivery	2,126	21,484	(19,358)	(90)
Total operating expenses	277,327	14,021,263	(13,743,936)	(98)

Our total operating expenses for the three months ended June 30, 2023 was $277,327, compared to $14,021,263 for the three months ended June 30, 2022, respectively. The decrease in total operating expense is primarily due to an decrease in expenditure for prepaid advertising credits with SRAX Inc. and stock-based compensation paid to Nadav Elituv, our Chief Executive Officer.

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

Salaries and benefits for the three months ended June 30, 2022, comprise primarily of stock issued to Nadav Elituv, our Chief Executive Officer with a fair value of $13,500,000.

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

For the three months ended June 30, 2023, consulting comprises primarily stock-based compensation expense (i) $0 for the expenditure of advertising credits with SRAX, Inc. (ii) $49,091 for consulting fees and (iii) $17,927 paid to contractors to manage our grocery business.

For the three months ended June 30, 2022, consulting comprises primarily stock-based compensation expense (i) $143,184 for the expenditure of advertising credits with SRAX, Inc. (ii) $65,445 for consulting fees and (iii) $73,473 paid to contractors to manage our grocery business.

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

Other income (expense):

	Three months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Amortization of debt discount and interest expense	(38,774)	(32,570)	(6,204)	19
Loss on settlement of debt	(275,950)	(2,287,450)	2,011,500	(88)
Gain on disposition	50,750	—	50,750	—
Total operating expenses	(263,974)	(2,320,020)	2,056,044	(89)

Amortization of debt discount and interest expense for the three months ended June 30, 2023 was $38,774, compared to $32,570 for the three months ended June 30, 2022. Amortization of debt discount and interest expense relates to the issuance of non-redeemable convertible notes and promissory notes.

During the three months ended June 30, 2023 and 2022, the Company elected to convert $41,770 and $1,840 of principal and interest of a non-redeemable convertible note into 417,700,000 and 18,400,000 shares of common stock of the Company resulting in a loss on settlement of debt of $275,950 and $2,287,450, respectively.

During the three months ended June 30, 2023 the Company received net proceeds from the sale of gocart.city assets of $64,319 (CAD $86,742). The net proceeds comprise of the settlement $127,731 (CAD $172,261) of accounts payable and $63,412 (CAD $85,519) of account receivable with the Purchaser resulting in a gain of $50,750 (CAD $68,442).

Net loss for the period:

	Three months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Net loss for the period	(529,085)	(16,347,561)	15,818,476	(97)

Our net loss for the three months ended June 30, 2023 was $529,085, compared to $16,347,561 for the three months ended June 30, 2022, respectively. Our losses during the three months ended June 30, 2023 and 2022 are primarily due to costs associated with professional fees, compensation due to our CEO, interest expense and loss on settlement of debt.

COMPARISON OF RESULTS FOR THE SIX MONTHS ENDED JUNE 30, 2023 AND 2022

Sales, Cost of goods sold, Gross profit:

	Six months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Sales	372,769	389,730	(16,961)	(4)
Cost of goods sold	345,104	375,494	(30,390)	(8)
Gross profit	27,665	14,236	13,429	94
Gross profit %	7.4%	3.7%		

Breakdown of sales by branch:

	Six months ended June 30,		Change	
	2023	2022		
	$	$	$	%
gocart.city – online delivery	13,167	121,305	(108,137)	(89)
Grocery Originals and Cuore Food Service – retail and wholesale distribution	359,602	268,425	91,176	34
Total sales	372,769	389,730	(16,961)	(4)

The gocart.city grocery delivery application was released in early June 2020 and gocart.city wholesale commenced sale of dry goods and produce to other businesses in July 2020. Our revenue from gocart.city – online delivery has decrease from the previous period because we (1) have decreased advertising expenditures as part of our overall plan to reduce expenses (2) have concentrated our efforts on our wholesale business and (3) On May 1, 2023, gocart.city and Grocery Originals was sold.

Operating expenses:

	Six months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Salaries and benefits	368,422	13,634,471	(13,266,049)	(97)
Occupancy expense	30,800	53,955	(23,155)	(43)
Advertising and travel	18,525	66,286	(47,761)	(72)
Auto expenses	13,624	23,757	(10,133)	(43)
Consulting	127,099	706,289	(579,190)	(82)
Depreciation and Amortization	6,524	3,706	2,818	76
Bad debt	(28,937)	9,328	(38,265)	(410)
Office and general expenses	28,001	96,208	(68,207)	(71)
Professional fees	72,168	140,521	(68,353)	(49)
Freight and delivery	6,807	46,655	(39,848)	(85)
Total operating expenses	643,033	14,781,176	(14,138,143)	(96)

Our total operating expenses for the six months ended June 30, 2023 was $643,033, compared to $14,781,176 for the six months ended June 30, 2022, respectively. The decrease in total operating expense is primarily due to an decrease in expenditure for prepaid advertising credits with SRAX Inc.

Salaries and benefits for the six months ended June 30, 2023, comprise primarily of accrued but unpaid salary due to Nadav Elituv, our Chief Executive Officer, of $300,000.

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

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

For the six months ended June 30, 2023, consulting comprises primarily stock-based compensation expense (i) $0 for the expenditure of advertising credits with SRAX, Inc. (ii) $97,878 for consulting fees and (iii) $29,221 paid to contractors to manage our grocery business.

For the six months ended June 30, 2022, consulting comprises primarily stock-based compensation expense (i) $415,866 for the expenditure of advertising credits with SRAX, Inc. (ii) $130,171 for consulting fees and (iii) $156,051 paid to contractors to manage our grocery business.

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

Other income (expense):

	Six months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Amortization of debt discount and interest expense	(76,451)	(62,768)	(13,683)	22
Loss on settlement of debt	(393,500)	(2,871,450)	2,477,950	(86)
Gain on disposition	50,750	—	50,750	—
Total operating expenses	(419,201)	(2,934,218)	2,515,017	(86)

Amortization of debt discount and interest expense for the six months ended June 30, 2023 was $76,451, compared to $62,768 for the six months ended June 30, 2022. Amortization of debt discount and interest expense relates to the issuance of non-redeemable convertible notes and promissory notes.

During the six months ended June 30, 2023 and 2022, the Company elected to convert $45,920 and $2,871,450 of principal and interest of a non-redeemable convertible note into 459,200,000 and 19,410,000 shares of common stock of the Company resulting in a loss on settlement of debt of $393,500 and $2,871,450, respectively.

During the six months ended June 30, 2023 the Company received net proceeds from the sale of gocart.city assets of $64,076 (CAD $86,742). The net proceeds comprise of the settlement $127,249 (CAD $172,261) of accounts payable and $63,173 (CAD $85,519) of account receivable with the Purchaser resulting in a gain of $50,750 (CAD $68,442).

Net loss for the period:

	Six months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Net loss for the period	(1,034,569)	(17,701,158)	16,666,590	(94)

Our net loss for the six months ended June 30, 2023 was $1,034,569, compared to $17,701,158 for the six months ended June 30, 2022, respectively. Our losses during the six months ended June 30, 2023 and 2022 are primarily due to costs associated with professional fees, compensation due to our CEO, interest expense and loss on settlement of debt.

QUARTERLY RESULTS OF OPERATIONS

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

Quarter Ended	**June 301, 2023**	**March 31, 2023**	**December 31, 2022**	**September 30, 2022**	**June 30, 2022**	**March 31, 2022**	**December 31, 2021**	**September 30, 2021**
Sales	$ 197,324	$ 175,446	$ 168,790	$ 172,782	$ 190,691	$ 199,039	$ 324,748	$ 241,417
Gross profit	$ 12,216	$ 15,449	$ 21,299	$ 13,659	$ (6,278)	$ 20,514	$ 19,117	$ 39,808
Operating expenses	$ (277,327)	$ (365,706)	$ (2,759,699)	$ (304,452)	$ (14,021,263)	$ (759,913)	$ (1,270,225)	$ (693,259)
Other income (expense)	$ (263,974)	$ (155,227)	$ (194,173)	$ (768,587)	$ (2,320,020)	$ (614,198)	$ (2,155,703)	$ (7,397,246)
Net loss for the period	$ (529,085)	$ (505,484)	$ (2,932,573)	$ (1,059,380)	$ (16,347,561)	$ (1,353,597)	$ (3,406,811)	$ (8,050,697)
Basic and diluted net loss per share	$ (0.00)	$ (0.00)	$ (0.02)	$ (0.01)	$ (0.18)	$ (0.20)	$ (0.63)	$ (2.68)

LIQUIDITY AND CAPITAL RESOURCES

For the six months ended June 30, 2023

Cash flows used in operating activities

	Six months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Net cash used in operating activities	(313,061)	(506,838)	193,777	(38)

Our net cash used in operating activities for the six months ended June 30, 2023 and 2022 is $313,061 and $506,838, respectively. Our net loss for the six months ended June 30, 2023 of $1,034,569 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 $76,451 and loss on debt settlement of $393,500.

Cash flows used in investing activities

	Six months ended June 30,		Change	
	2023	2022		
	$ $	$	$	%
Net cash used in investing activities	—	—	—	—

Our net cash (used in) provided by investing activities for the six months ended June 30, 2023 and 2022 is $0.

Cash flows from financing activities

	Six months ended June 30,		Change	
	2023	2022		
	$	$	$	%
Net cash from financing activities	304,272	25,840	278,432	1,078

Our net cash provided by financing activities for the six months ended June 30, 2023 and 2022 is $304,272 and $25,840, respectively.

During the six months ended June 30, 2023, the Company received $174,685 (CAD $235,583) in cash from its line of credit with The Cellular Connection Ltd. dated April 14, 2022, net cash advances from related party of $31,517 and net proceeds from notes payable of $98,070. The cash advances are non-interest bearing, unsecured and have no specific terms of repayment.

As of June 30, 2023, we had cash of $8,615, working capital (deficiency) of $(1,300,446) and total liabilities of $2,245,395.

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

	June 30, 2023	**December 31, 2022**
Current assets	$ 172,135	$ 193,097
Current liabilities	1,472,581	784,473
Working capital (Deficiency)	$ (1,300,446)	$ (591,376)

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

The Company's financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. During the six months ended June 30, 2023, the Company incurred a net loss of $1,034,569 and used cash in operating activities of $313,061, and on June 30, 2023, had stockholders' deficit of $4,579,367 and an accumulated deficit of $84,957,085. 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 six months ended June 30, 2023, expressed substantial doubt about the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that might result from the outcome of this uncertainty should we be unable to continue as a going concern.

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

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

On April 14, 2022, the Company entered into a binding Line of Credit with The Cellular Connection Ltd. Pursuant to the Line of Credit, the Company can borrow from the Lender up to CAD $90,499 (CAD $750,000 available on the Line of Credit less CAD $659,501 of funds drawn and outstanding at August 6, 2023) in principal. If required, we expect to be able to secure additional capital through advances from our Chief Executive Officer, note holders, shareholders and others in order to pay expenses such as organizational costs, filing fees, accounting fees and legal fees, however, we do not have any written or oral agreements with any other third parties which require them to fund our operations. Although there can be no assurances that we will be able to obtain such funds in the future, the Company has been able to secure financing to continue operations since its inception on April 3, 2009. We are currently quoted on OTC Pink.. If we need additional capital in the next twelve months and if we cannot raise such capital on acceptable terms, we may have to curtail our operations or terminate our business entirely.

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

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

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

	Payments Due by Period				
Contractual obligations	Total $	Less than 1 year $	1 - 3 years $	4 – 5 years $	After 5 years $
Accounts payable and accrued liabilities	407,924	407,924	—	—	—
Debt	1,278,785	1,040,257	238,528	—	—
Deferred revenue	15,792	15,792	—	—	—
Non-redeemable convertible notes	523,038	—	523,038	—	—
Financial lease Obligations	—	—	—	—	—
Operating leases[(1)]	19,855	8,607	11,248	—	—
Purchase obligations	—	—	—	—	—
Total contractual obligations	2,245,394	1,472,580	772,814	—	—

Notes:

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

OPERATING CAPITAL AND CAPITAL EXPENDITURE REQUIREMENTS

We are currently funding our operations by way of cash advances from our Chief Executive Officer, note holders, shareholders and others. We hope to be able to compensate our independent contractors with stock-based compensation, which will not require us to use our cash, although there can be no assurances that we will be successful in these efforts. On April 14, 2022, the Company entered into a binding Line of Credit with The Cellular Connection Ltd. Pursuant to the Line of Credit, the Company can borrow from the Lender up to up to CAD $90,499 (CAD $750,000 available on the Line of Credit less CAD $659,501 of funds drawn and outstanding at August 6, 2023) in principal. We believe our current cash balance and the Line of Credit is sufficient to fund our operations during the next 12 months The loans from our Chief Executive Officer, note holders, shareholders and others are unsecured and non-interest bearing and have no set terms of repayment. Our common stock started trading over the counter and has been quoted on the Over-The Counter Bulletin Board since February 17, 2011. The stock currently trades under the symbol "TWOH.OB."

RELATED PARTY TRANSACTIONS

Six months ended June 30, 2023 and 2022

Due to Related Party

As of June 30, 2023 and December 31, 2022, advances and accrued salary of $431,855 and $185,473, respectively, were due to Nadav Elituv, the Company's Chief Executive Officer. The balance is non-interest bearing, unsecured and have no specified terms of repayment.

During the six months ended June 30, 2023 and 2022, the Company issued advances due to related party for $52,266 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $20,749 in cash. In addition, the Company accrued salary of $399,739 due to Nadav Elituv for the six months ended June 30, 2023. On February 2, 2022, the Company issued common stock to settle due to related party with a carrying value of $188,871 (Note 10).

During the six months ended June 30, 2022, the Company issued advances due to related party for $97,079 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $71,239 in cash. In addition, the Company accrued salary of $99,013 due to Nadav Elituv for the six months ended June 30, 2022 and issued a promissory note for $82,740 to settle due to related party.

During the six months ended June 30, 2023 and 2022, the Company paid Linus Creative Services, a business controlled by Bradley Southam, a director of the Company, $2,720 and $16,984, respectively, for advertising services.

Promissory Notes – Related Party

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

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

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

PROPOSED TRANSACTIONS

The Company is not anticipating any transactions.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

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

FINANCIAL INSTRUMENTS

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

Credit risk

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

Market risk

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

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

Foreign Exchange risk

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

Liquidity risk

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

OUTSTANDING SHARE DATA

As of August 6, 2023, the following securities were outstanding:

Common stock: 1,030,558,548 shares
Series A Convertible Preferred Stock: 25,000
Series C Convertible Preferred Stock: 80,000

OFF-BALANCE SHEET TRANSACTIONS

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