TWO HANDS CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(IN UNITED STATES DOLLARS UNLESS OTHERWISE STATED)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Two Hands Corporation (the "Company") are the responsibility of the management and Board of Directors of the Company.

The consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with accounting principles generally accepted in the United States of America (“GAAP”). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis to ensure that the consolidated financial statements are presented fairly, in all material respects.

The Company maintains systems of internal control that are designed by management to provide reasonable assurance that assets are safeguarded from loss or unauthorized use and to produce reliable accounting records for financial reporting purposes.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

“Nadav Elituv” (signed)	“Steven Gryfe” (signed)
Chief Executive Officer	Chief Financial Officer

TWO HANDS CORPORATION
INDEX
December 31, 2023 and 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Two Hands Corporation:

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Two Hands Corporation ("the Company") as of December 31, 2023 and 2022, the related consolidated statements of operations and comprehensive income (loss), stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2023 and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph Regarding Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company incurred a net loss and has a stockholders' deficit, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) related to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgements. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of deemed contributions resulting from the Company's reverse stock split.

Critical Audit Matter Description

The Company has certain preferred stock instruments whose conversion features do not adjust upon the occurrence of a reverse stock split. The Company evaluated the accounting for such preferred instruments upon the reverse stock split disclosed in Note 10 to the consolidated financial statements, and concluded, for accounting purposes, that such instruments should be accounted for as extinguished and re-issued. As a result, and as described in Note 10 to the consolidated financial statements, the Company recorded deemed contributions as a result of this accounting upon the 2023 reverse stock split.

How the Critical Audit Matter was Addressed in the Audit

We determined the evaluation of the accounting for the preferred instruments upon the reverse stock split, including the recognition of deemed contributions to be a critical audit matter due to the complexity involved in the Company's determination of the appropriate accounting treatment. Auditing the accounting for this matter involved a high degree of auditor judgement and specialized skills and knowledge were needed.

Our audit procedures consisted of the following, among others:

- Inspecting and reviewing the designation document for the establishment of the Preferred Stock and the documents related to the issuance of the instrument to the recipients.
- Evaluating the reasonableness of the conclusions made by the Company related to the accounting treatment for deemed contributions, including the Company's consideration of relevant accounting standards.
- Evaluating the reasonableness of the conclusions made by the Company in regard to the timing and recognition of deemed contributions resulting from the Company's reverse stock split.

Professionals with specialized skill and knowledge were utilized by the Firm to assist in the evaluation of the Company's accounting for deemed contributions resulting from the Company's reverse stock split.

/s/ Sadler, Gibb & Associates, LLC

We have served as the Company's auditor since 2017.

Draper, UT
April 1, 2024

TWO HANDS CORPORATION
CONSOLIDATED BALANCE SHEETS

	December 31, 2023	December 31, 2022
ASSETS		
Current assets		
Cash	$ 24,351	$ 17,137
Accounts receivable, net	92,561	94,182
VAT taxes receivable	3,080	8,157
Inventory	39,489	73,621
Prepaid expenses	10,000	—
Total current assets	169,481	193,097
Property and equipment, net	9,513	13,667
Operating lease right-of-use asset	15,559	23,438
Total assets	$ 194,553	$ 230,202
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 523,486	$ 555,220
Due to related party	883,534	185,473
Notes payable	113,333	13,443
Line of credit	629,507	—
Deferred revenue	—	22,107
Current portion of operating lease right-of-use liability	8,759	8,230
Total current liabilities	2,158,619	784,473
Long-term liabilities		
Line of credit	—	293,298
Promissory notes	247,862	229,194
Promissory note - related party	—	84,377
Non-redeemable convertible notes, net	502,500	517,621
Operating lease right-of-use liability, net of current portion	6,800	15,208
Total long-term liabilities	757,162	1,139,698
Total liabilities	2,915,781	1,924,171
Commitments and Contingencies	—	—
Temporary equity		
Series A convertible preferred stock; $0.01 par value; 200,000 shares designated, 0 shares and 25,000 shares issued and outstanding, respectively	—	249,505
Series B convertible preferred stock; $0.01 par value; 100,000 shares designated, 0 and 11,000 shares issued and outstanding, respectively	—	109,783
Series C convertible preferred stock; $0.001 par value; 150,000 shares designated, 80,000 shares and 90,000 shares issued and outstanding, respectively	76,116	2,584,951
Series D convertible preferred stock; $0.001 par value; 200,000 shares designated, 0 shares issued and outstanding, respectively	—	—
Series E convertible preferred stock; $0.0001 par value; 300,000 shares designated, 0 shares issued and outstanding	—	—
Total temporary equity	76,116	2,944,239
Stockholder's deficit		
Preferred stock; $0.001 par value; 1,000,000 shares authorized, 0 issued and outstanding	—	—
Common stock; $0.0001 par value; 12,000,000,000 shares authorized, 42,090,329 and 137,403 shares issued and outstanding, respectively	4,210	14
Additional paid-in capital	89,278,354	78,909,153
Common stock to be issued	—	336,000
Accumulated other comprehensive income	6,270	39,141
Accumulated deficit	(92,086,178)	(83,922,516)
Total stockholders' deficit	(2,797,344)	(4,638,208)
Total liabilities and stockholders' deficit	$ 194,553	$ 230,202

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

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

	For the year ended December 31, 2023	2022
Sales	$ 783,489	$ 731,302
Cost of goods sold	721,377	682,109
Gross profit	62,112	49,193
Operating expenses		
General and administrative	1,341,299	17,845,327
Total operating expenses	1,341,299	17,845,327
Loss from operations	(1,279,187)	(17,796,134)
Other income (expense)		
Amortization of debt discount and interest expense	(159,335)	(131,828)
Gain on disposition	50,695	—
Loss on settlement of non-redeemable convertible notes	(6,775,835)	(3,668,750)
Initial derivative expense	—	(36,521)
Change in fair value of derivative liabilities	—	(59,878)
Total other income (expense)	(6,884,475)	(3,896,977)
Net loss attributed to Two Hands Corporation	(8,163,662)	(21,693,111)
Add: deemed contribution - Series A Stock modification	190,040	—
Less: deemed dividend - Series A Stock modification	—	(1,396,721)
Add: deemed contribution - Series B Stock modification	—	1,354,515
Add: deemed contribution - Series C Stock modification	2,211,884	834,001
Add: deemed contribution - Series D Stock modification	—	749,085
Add: deemed contribution - Series E Stock modification	—	57,218
Net loss attributable to Two Hands Corporation common shareholders	$ (5,761,738)	$ (20,095,013)
Other comprehensive (loss) income		
Foreign exchange (loss) gain	(32,871)	30,523
Total other comprehensive (loss) income	(32,871)	30,523
Comprehensive loss	$ (5,794,609)	$ (20,064,490)
Net loss per common share - basic and diluted	$ (0.56)	$ (229.33)
Weighted average number of common shares outstanding - basic	10,352,044	87,625

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

TWO HANDS CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
For the years ended December 31, 2023 and 2022

	Common Stock		Common Stock to be	Additional Paid-in	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Issued	Capital	Income	Deficit	Deficit
Balance, December 31, 2022	137,403	$ 14	$ 336,000	$ 78,909,153	$ 39,141	$ (83,922,516)	$ (4,638,208)
Rounding on reverse stock split	9,870	—	—	—	—	—	—
Stock issued for conversion of non-redeemable convertible notes	16,920,700	1,694	—	6,892,788	—	—	6,894,482
Stock issued for settlement of debt - related party	7,324	1	—	274,792	—	—	274,793
Stock issued for the conversion of Series A convertible preferred stock	25,000,000	2,500	—	56,965	—	—	59,465
Stock issued for the conversion of Series B convertible preferred stock	11,000	1	—	109,781	—	—	109,782
Stock issued for the conversion of Series C convertible preferred stock	4,000	—	—	296,951	—	—	296,951
Stock issued to settle stock to be issued	32	—	(336,000)	336,000	—	—	—
Deemed contribution - Series A Stock modification	—	—	—	190,040	—	—	190,040
Deemed contribution - Series C Stock modification	—	—	—	2,211,884	—	—	2,211,884
Foreign exchange loss	—	—	—	—	(32,871)	—	(32,871)
Net loss	—	—	—	—	—	(8,163,662)	(8,163,662)
Balance, December 31, 2023	**42,090,329**	**$ 4,210**	**$ —**	**$ 89,278,354**	**$ 6,270**	**$ (92,086,178)**	**$ (2,797,344)**

	Common Stock		Common Stock to be	Additional Paid-in	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Issued	Capital	Income	Deficit	Deficit
Balance, December 31, 2021	6,000	$ 1	$ 336,000	$ 58,152,416	$ 4,870	$ (62,229,405)	$ (3,736,118)
Rounding on reverse split	6	—	—	1	—	—	1
Stock issued for conversion of non-redeemable convertible notes	27,410	3	—	3,772,387	—	—	3,772,390
Stock issued for officer and director compensation	90,000	9	—	13,499,991	—	—	13,500,000
Stock issued for the conversion of Series B Stock	10,000	1	—	99,801	—	—	99,802
Stock issued for the conversion of Series D Stock	4,000	—	—	39,921	—	—	39,921
Cancellation of Series A Stock	—	—	—	1,746,538	—	—	1,746,538
Cancellation of common stock	(13)	—	—	—	—	—	—
Deemed dividend - Series A Stock modification	—	—	—	(1,396,721)	—	—	(1,396,721)
Deemed contribution - Series B Stock modification	—	—	—	1,354,515	—	—	1,354,515
Deemed contribution - Series C Stock modification	—	—	—	834,001	—	—	834,001
Deemed contribution - Series D Stock modification	—	—	—	749,085	—	—	749,085
Deemed contribution - Series E Stock modification	—	—	—	57,218	—	—	57,218
Foreign exchange gain	—	—	—	—	34,271	—	34,271
Net loss	—	—	—	—	—	(21,693,111)	(21,693,111)
Balance, December 31, 2022	**137,403**	**$ 14**	**$ 336,000**	**$ 78,909,153**	**$ 39,141**	**$ (83,922,516)**	**$ (4,638,208)**

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

TWO HANDS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended December 31, 2023	2022
Cash flows from operating activities		
Net loss	$ (8,163,662)	$ (21,693,111)
Adjustments to reconcile net loss to cash used in operating activities		
Depreciation and amortization	12,662	11,530
Bad debt	(24,868)	112,822
Stock-based compensation	—	13,504,200
Gain on disposition	(50,695)	—
Amortization of debt discount	159,335	131,828
Loss on settlement of non-redeemable convertible notes	6,775,835	3,668,750
Initial derivative expense	—	36,521
Change in fair value of derivative liabilities	—	59,878
Change in operating assets and liabilities		
Accounts and taxes receivable	(29,575)	(36,855)
Prepaid expense	(10,000)	3,020,527
Inventory	21,648	73,903
Deferred revenue	(22,221)	23,076
Accounts payable and accrued liabilities	887,881	254,443
Operating lease right-of-use liability	(8,272)	(8,257)
Net cash used in operating activities	(451,932)	(840,745)
Cash flows from investing activities		
Purchase of property and equipment	—	(10,749)
Net cash used in investing activities	—	(10,749)
Cash flow from financing activities		
Advances from related party	108,383	167,438
Repayment of advances to related party	(34,246)	(127,616)
Proceeds from notes payable	105,001	7,692
Repayment of notes payable	(7,037)	—
Proceeds from promissory notes	286,529	302,680
Net cash provided by financing activities	458,630	350,194
Change in foreign exchange	516	(14,858)
Net change in cash	7,214	(516,158)
Cash, beginning of the year	17,137	533,295
Cash, end of the year	$ 24,351	$ 17,137
Cash paid during the year		
Interest paid	$ —	$ —
Income taxes paid	$ —	$ —
Supplemental disclosure of non-cash investing and financing activities		
Stock issued to settle due to related party	$ 188,871	$ —
Stock issued to settle promissory note - related party	$ 85,922	$ —
Stock issued to settle non-redeemable convertible notes	$ 6,894,482	$ 3,772,390
Stock issued for prepaid expense	$ —	$ 2,288,000
Transfer of accounts payable and accrued liabilities to promissory notes	$ —	$ 85,285
Deemed contribution - Series A Stock modification	$ 190,040	$ —
Deemed dividend - Series A Stock modification	$ —	$ 1,396,721
Deemed contribution - Series B Stock modification	$ —	$ 1,354,515
Deemed contribution - Series C Stock modification	$ 2,211,884	$ 834,001
Deemed contribution - Series D Stock modification	$ —	$ 749,085

Deemed contribution - Series E Stock modification	$ —	$ 57,218

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

NOTE 1 - NATURE OF OPERATIONS

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

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

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

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

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

On May 1, 2023, the Company entered into an asset sale agreement with a non-related private corporation ("Purchaser") whereby the Company sold the assets of gocart.city. The sale included the e-commerce site, branding, supporting components of the Grocery Originals store and inventory. The ongoing sales and client base gocart.city and Grocery Originals was transferred as part of the asset sale. The Company received net proceeds from the sale of gocart.city assets of $64,250 (CAD $86,742). The net proceeds comprise of the settlement $127,594 (CAD $172,261) of accounts payable and $63,344 (CAD $85,519) of account receivable with the Purchaser resulting in a gain of $50,695 (CAD $68,442). After the asset sale was completed, the Company owed the Purchaser an additional $37,099 (CAD $49,099) in accounts payable which was not settled in the asset sale agreement. The Company and the Purchase agreed the $37,099 amount was due in twelve equal monthly installments commencing July 1, 2023 without interest. After May 1, 2023, the Company continued the business of Cuore Food Services.

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The financial statements present the balance sheets and statements of operations, stockholders' equity and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in accordance with accounting principles generally accepted in the United States.

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 year ended December 31, 2023, the Company incurred a net loss of $8,163,662 and used cash in operating activities of $451,932, and on December 31, 2023, had stockholders' deficit of $2,797,344 and an accumulated deficit of $92,086,178. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date that the financial statements are issued. The Company will be dependent upon the raising of additional capital through placement of its common stock in order to implement its business plan. There can be no assurance that the Company will be successful in this situation. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classifications of liabilities that might result from this uncertainty. We are currently funding our operations by way of cash advances from our Chief Executive Officer, note holders, shareholders and others; however, we do not have any oral or written agreements with them or others to loan or advance funds to us. There can be no assurances that we will be able to receive loans or advances from them or other persons in the future.

PRINCIPLES OF CONSOLIDATION

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

USE OF ESTIMATES AND ASSUMPTIONS

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

CONCENTRATIONS

The following table summarizes accounts receivable and revenue concentrations:

	Accounts receivable at December 31, 2023	Revenue for the year ended December 31, 2023
Customer #1	19%	—
Customer #2	12%	—
Total concentration	31%	—%

The following table summarizes accounts payable and purchases concentrations:

	Accounts payable at December 31, 2023	Purchases for the year ended December 31, 2023
Supplier #1	13%	21%
Supplier #2	12%	—
Supplier #3	12%	—
Supplier #4	10%	—
Supplier #5	—	17%
Supplier #6	—	13%
Total concentration	47%	51%

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 December 31, 2023 and 2022 is $105,072 and $156,693, respectively.

INVENTORY

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

PROPERTY AND EQUIPMENT

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

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

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

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

REVENUE RECOGNITION

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

During the years ended December 31, 2023 and 2022, the Company had revenue of $783,489 and $731,302, respectively. In 2023, the Company recognized revenue of $28,673 from the sale of groceries to consumers via the gocart.city online grocery delivery application and $754,816 from the sale of dry goods and produce to other businesses. In 2022 the Company recognized revenue of $142,571 from the sale of groceries to consumers via the gocart.city online grocery delivery application and $588,731 from the sale of dry goods and produce to other businesses.

LEASES

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

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

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

DEBT DISCOUNT AND DEBT ISSUANCE COSTS

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

INCOME TAXES

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

NET LOSS PER SHARE

Basic net income (loss) per share includes no dilution and is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding for the period increased to include the number of additional common shares that would have been outstanding if potentially dilutive securities had been issued Dilutive net loss per share for common stock is calculated utilizing the if-converted method which assumes the conversion of all Series C Stock to common stock. On December 31, 2023 and 2022, we excluded the common stock issuable upon conversion of non-redeemable convertible notes, Series A Stock, Series B Stock, Series C Stock, and common stock to be issued of 5,056,999,100 shares and 5,248,242,000 shares, respectively, as their effect would have been anti-dilutive.

FOREIGN CURRENCY TRANSLATION

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

Two Hands Canada Corporation maintains its accounts in the Canadian dollar. Assets and liabilities are translated to United States dollars at year-end exchange rates. Income and expenses are transaction at averages exchange rate during the year. Foreign currency transaction adjustments are reported as other comprehensive income, a component of equity in the consolidated balance sheet.

STOCK-BASED COMPENSATION

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

FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

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

ADOPTED ACCOUNTING STANDARDS

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which was further amended by additional accounting standards updates issued by the FASB. The new standard replaced the incurred loss impairment methodology for recognizing credit losses with a new methodology that requires recognition of lifetime expected credit losses when a financial asset is originated or purchased, even if the risk of loss is remote. The new methodology (referred to as the current expected credit losses model, or "CECL") applies to most financial assets measured at amortized cost, including trade receivables, and requires consideration of a broader range of reasonable and supportable information to estimate expected credit losses. The Company adopted the new standard effective January 1, 2023 using a modified retrospective transition approach, with the cumulative impact of $0.

RECENT ACCOUNTING PRONOUNCEMENTS

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

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

NOTE 3 – NON-REDEEMABLE CONVERTIBLE NOTES

On January 8, 2018, the Company entered into a Side Letter Agreement ("Note") with a non-related investor, Stuart Turk, to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $244,065 issued by the Company during the period of July 2014 and December 2017. The issue price of the Note is $244,065 with a face value of $292,878 and the Note has an original maturity date of December 31, 2018 which is subject to automatic annual renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date of the Note to December 31, 2025. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's common stock. The Note allows the lender to secure a portion of the Company assets up to 200% of the face value of the Note. If the Note is not paid on December 31 each year, the outstanding face amount of the Note increases by 20% on January 1 the following year. During the year ended December 31, 2023 (prior to the reverse split on September 29, 2023), the Company elected to convert $108,970 of principal and interest into 1,089,700 shares of common stock of the Company at a conversion price of $0.10 per share. These conversions resulted in a loss on debt settlement of $367,430 due to the requirement to record the share issuance at fair value on the date the shares were issued. During the year ended December 31, 2023 (after the reverse stock split on September 29, 2023), the Company elected to convert $1,395 of principal and interest into 13,950,000 shares of common stock of the Company at a conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $5,530,905 due to the requirement to record the share issuance at fair value on the date the shares were issued. The consolidated statement of operations includes interest expense of $37,562 and $43,491 for the years ended December 31, 2023 and 2022, respectively. On December 31, 2023 and 2022, the carrying amount of the Note is $115,004 (face value of $115,004 less $0 unamortized discount) and $187,808 (face value of $187,808 less $0 unamortized discount), respectively.

On May 10, 2018, the Company entered into a Side Letter Agreement ("Note") with a non-related investor, Jordan Turk, to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $35,000 issued by the Company on May 9, 2018. The issue price of the Note is $35,000 with a face value of $42,000 and the Note has an original maturity date of December 31, 2018 which is subject to automatic annual renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date of the Note to December 31, 2025. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's common stock. The Note allows the lender to secure a portion of the Company assets up to 200% of the face value of the Note. If the Note is not paid on December 31 each year, the outstanding face amount of the Note increases by 20% on January 1 the following year. During the year ended December 31, 2023 (prior to the reverse split on September 29, 2023), the Company elected to convert $8,100 of principal and interest into 81,000 shares of common stock of the Company at a conversion price of $0.10 per share. These conversions resulted in a loss on debt settlement of $99,000 due to the requirement to record the share issuance at fair value on the date the shares were issued. During the year ended December 31, 2023 (after the reverse stock split on September 29, 2023), the Company elected to convert $180 of principal and interest into 1,800,000 shares of common stock of the Company at a conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $778,500 due to the requirement to record the share issuance at fair value on the date the shares were issued. The consolidated statement of operations includes interest expense of $1,694 and $6,495 for the years ended December 31, 2023 and 2022, respectively. On December 31, 2023 and 2022, the carrying amount of the Note is $1,885 (face value of $1,885 less $0 unamortized discount) and $8,471 (face value of $8,471 less $0 unamortized discount), respectively.

On September 13, 2018, the Company entered into a Side Letter Agreement ("Note") with a non-related investor, Jordan Turk, to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $40,000 issued by the Company during the period of July 10, 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. The consolidated statement of operations includes interest expense of $19,907 and $16,589 for the years ended December 31, 2023 and 2022 respectively. On December 31, 2023 and 2022, the carrying amount of the Note is $119,440 (face value of $119,440 less $0 unamortized discount) and $99,533 (face value of $99,533 less $0 unamortized discount), respectively.

On January 31, 2019, the Company entered into a Side Letter Agreement ("Note") with Stuart Turk to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $106,968 issued by the Company during the period of January 3, 2018 to December 28, 2018. The issue price of the Note is $106,968 with a face value of $128,362 and the Note has an original maturity date of December 31, 2019 which is subject to automatic annual renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date of the Note to December 31, 2025. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's common stock. The Note allows the lender to secure a portion of the Company assets up to 200% of the face value of the Note. If the Note is not paid on December 31 each year, the outstanding face amount of the Note increases by 20% on January 1 the following year. The consolidated statement of operations includes interest expense of $44,362 and $36,968 for the years ended December 31, 2023 and 2022, respectively. On December 31, 2023 and 2022, the carrying amount of the Note is $266,171 (face value of $266,171 less $0 unamortized discount) and $221,809 (face value of $221,809 less $0 unamortized discount), respectively.

NOTE 4 – LEASES

The Company entered into an operating lease agreement on October 14, 2021 for an automobile, resulting in the recording of an initial liability and corresponding right-of-use asset of $35,906. The weighted-average remaining non-cancelable lease term for the Company's operating lease was 1.75 years at December 31, 2023. The weighted-average discount rate was 3.96% at December 31, 2023.

The Company's operating lease expires in 2025. The following shows future lease payments for the remaining periods under operating lease at December 31, 2023:

Periods ending December 31,		Operating Lease Commitments
2024	$	10,448
2025		7,836
Total operating lease commitments		18,284
Less: imputed interest		(2,725)
Total right-of-use liability	$	15,559

The Company's discounted current right-of-use lease liability and discounted non-current right-of-use lease liability at December 31, 2023 is $8,759 and $6,800, respectively.

Operating leases expense for the years ended December 31, 2023 and 2022 is $10,212 and $10,212, respectively.

NOTE 5 – LINE OF CREDIT

On April 14, 2022, the Company entered into a binding Grid Promissory Note and Credit Facility Agreement (the "Line of Credit") with The Cellular Connection Ltd. (the "Lender") Pursuant to the Line of Credit, the Company can borrow from the Lender up to CAD $750,000 in principal in increments of at least CAD $50,000 upon five business days' notice. The line of credit is due on May 1, 2024 and the outstanding principal bears interest at 8% per annum, payable monthly. Any indebtedness under the Line of Credit are secured against accounts receivable and inventory of the Company, and is convertible into shares of common stock of the Company at the Company's option any time after twelve months from the first advance at a conversion price of $0.10 per share, subject to a restriction on the Lender holding more than 4.99% of the Company's Common Shares. As of December 31, 2023 and 2022, the Line of Credit of $629,507 (principal $588,295 (CAD $780,336) and interest of $41,212) and $293,298 (principal $289,970 (CAD $393,500) and interest of $3,328), respectively, was outstanding. The consolidated statement of operations includes interest expense of $37,144 and $3,328 for the years ended December 31, 2023 and 2022, respectively.

NOTE 6 – NOTES PAYABLE

As of December 31, 2023 and 2022, notes payable due to Piero Manzini, and The Cellular Connection Limited, a corporation controlled by Stuart Turk, totaling $113,333 and $13,443, respectively, were outstanding. The balances are non-interest bearing, unsecured and have no specified terms of repayment.

NOTE 7 – PROMISSORY NOTES

Promissory Notes

As of December 31, 2023 and 2022, promissory notes of $247,862 (principal $186,672 and interest of $61,190) and $229,194 (principal $186,672 and interest of $42,522), respectively, were outstanding. The promissory notes bears interest of 10% per annum, are unsecured and mature on December 31, 2025.

Promissory Notes – Related Party

As of December 31, 2023 and 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 11).

NOTE 8 – RELATED PARTY TRANSACTIONS

As of December 31, 2023 and 2022, advances and accrued salary of $883,534 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 year ended December 31, 2023, the Company issued advances due to related party for $108,383 for expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $34,246 in cash. In addition, the Company accrued salary of $808,076 due to Nadav Elituv for the year ended December 31, 2023. On February 2, 2023, the Company issued common stock to settle due to related party with a carrying value of $188,871 (Note 11).

During the year ended December 31, 2022, the Company issued advances due to related party for $167,438 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $127,616 in cash. In addition, the Company accrued salary of $195,551 due to Nadav Elituv for the year ended December 31, 2022 and issued a promissory note for $85,285 to settle due to related party.

During the years ended December 31, 2023 and 2022, the Company paid Linus Creative Services, a business controlled by Bradley Southam, a director of the Company, $2,714 and $26,307, respectively, for advertising services.

Employment Agreements

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

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

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

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

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

Stock-based compensation – salaries expense related to these employment agreements for the years ended December 31, 2023 and 2022 is $0 and $13,504,200, respectively. Stock-based compensation – salaries expense was recognized ratably over the requisite service period. (See Note 11).

NOTE 9 - INCOME TAXES

A reconciliation of the provision for income taxes at the United States federal statutory rate compared to the Company's income tax expense as reported is as follows:

		2023		2022
Net loss before income taxes per consolidated financial statements	$	(8,163,662)	$	(21,693,111)
Income tax rate		21%		21%
Income tax recovery		(1,714,400)		(4,555,500)
Non-deductible share-based payments		—		3,470,200
Non-deductible interest		33,500		27,600
Loss on settlement of debt		1,422,900		770,400
Initial derivative expense		—		7,700
Change in fair value of derivative expense		—		12,600
Valuation allowance change		258,000		267,000
Income tax expense (recovery)	$	—	$	—

The significant component of deferred income tax assets on December 31, 2023 and 2022 is as follows:

		2023		2022
Net operating loss carry-forward	$	1,585,700	$	1,327,700
Valuation allowance		(1,585,700)		(1,327,700)
Net deferred income tax asset	$	—	$	—

The amount taken into income as deferred income tax assets must reflect that portion of the income tax loss carry forwards that is more likely-than-not to be realized from future operations. The Company has chosen to provide a full valuation allowance against all available income tax loss carry forwards. The Company has recognized a valuation allowance for the deferred income tax asset since the Company cannot be assured that it is more likely than not that such benefit will be utilized in future years. The valuation allowance is reviewed annually. When circumstances change and which cause a change in management's judgment about the realizability of deferred income tax assets, the impact of the change on the valuation allowance is generally reflected in current income.

As of December 31, 2023 and 2022 the Company has no unrecognized income tax benefits. The Company's policy for classifying interest and penalties associated with unrecognized income tax benefits is to include such items as tax expense. No interest or penalties have been recorded during the years ended December 31, 2023 and 2022 and no interest or penalties have been accrued as of December 31, 2023 and 2022. As of December 31, 2023 and 2022, the Company did not have any amounts recorded pertaining to uncertain tax positions.

The tax years from 2009 and forward remain open to examination by federal and state authorities due to net operating loss and credit carryforwards. The Company is currently not under examination by the Internal Revenue Service or any other taxing authorities.

NOTE 10 – PREFERRED STOCK

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

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

On October 7, 2020, the Company filed a Certificate of Designation with the Delaware Secretary of State thereby designating 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.

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

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

On September 29, 2023, a 1 for 1,000 reverse stock split of the Company's common stock took effect. The Company accounted for this reverse split in accordance with ASC 260-10-599-2 and recorded a deemed contribution.

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

NOTE 11 - STOCKHOLDERS' EQUITY

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

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

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

For the year ended December 31, 2023, the Company elected to convert $118,647 of principal and interest of non-redeemable convertible notes into 16,920,700 shares of common stock of the Company with a fair value of $6,894,482 resulting in a loss of extinguishment of debt of $6,775,835.

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

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

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

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

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

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

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

During the year ended December 31, 2022, the Company elected to convert $103,640 of principal and interest of non-redeemable convertible notes into 27,410 shares of common stock of the Company with a fair value of $3,772,390 resulting in a loss of extinguishment of debt of $3,668,750.

On April 27, 2022, the Company issued 90,000 shares of common stock with a fair value of $13,500,000 to Nadav Elituv, the Company's Chief Executive Officer, due under his employment agreement dated July 1, 2021, amended on October 1, 2021 and March 26, 2022.

On April 28, 2022, the Holders of Series B Stock elected to convert 4,000 shares of Series B Stock into 4,000 shares of common stock resulting in a $39,521 reduction in the carrying value of Series B Stock.

On May 4, 2022, the Holders of Series D Stock elected to convert 40,000 shares of Series D Stock into 4,000 shares of common stock resulting in a $39,521 reduction in the carrying value of Series D Stock.

On September 26, 2022, the Holder of Series B Stock elected to convert 6,000 shares of Series B Stock into 6,000 shares of common stock resulting in a $59,281 reduction in the carrying value of Series B Stock.

Common stock to be issued

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

NOTE 12 – SUBSEQUENT EVENTS

From January 1, 2023 to March 28, 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.

From January 1, 2023 to March 28, 2024, the Company received cash advances of $88,834 (CAD$117,832) in accordance with the terms of the Grid Promissory Note and Credit Facility Agreement with The Cellular Connection Ltd.

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 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 of $295,989 (CAD $400,000) due to Nadav Elituv, the Chief Executive Officer of the Company resulting an increase in additional paid-in capital of $186,389.

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 Chief Executive Officer of the Company whereby the Company shall pay an annual salary of $600,000 from available funds.