

NADAV ELITUV ANNOUNCES FILING OF EARLY WARNING REPORT RELATED TO HISTORICAL TRANSACTIONS OF ACQUISITIONS AND DISPOSITIONS OF COMMON SHARES OF TWO HANDS CORPORATION

Toronto, Ontario August 28, 2024 – Nadav Elituv announces that he has filed an early warning report (the "**Report**") in connection with historical transactions involving common shares (the "**Common Shares**") in the capital of Two Hands Corporation (the "**Company**") and Series "A" Convertible Preferred Shares (the "**Preferred Shares**") in the capital of the Company that occurred between April 2022 and March 2024. None of the transactions occurred on the facilities of the Canadian Securities Exchange (the "**CSE**"). As of August 27, 2024, Mr. Elituv has beneficial ownership of, or control or direction over, 33,097,398 Common Shares, which, following the issuance of additional Common Shares by the Company from treasury, represent less than 10% of the issued and outstanding Common Shares.

On April 27, 2022, the Company issued Mr. Elituv 90,000,000 Common Shares as a debt settlement in accordance with the terms of his employment agreement (the "**April Debt Settlement**"). The Common Shares were issued at a price of US\$0.15 per Common Share for total indebtedness of US\$13,500,000. Prior to completion of the April Debt Settlement, Mr. Elituv beneficially owned or controlled an aggregate of 76,503 Common Shares and 200,000 Preferred Shares, which represented approximately 96.65% of the then issued and outstanding Common Shares on a partially diluted basis. Following completion of the April Debt Settlement, Mr. Elituv beneficially owned and controlled, directly and indirectly, an aggregate of 90,076,503 Common Shares and 200,000 Preferred Shares, representing approximately 97.67% of the then issued and outstanding Common Shares on a partially diluted basis.

On July 26, 2022, in connection with the listing of the Common Shares on the CSE, Mr. Elituv returned 175,000 Preferred Shares to the Company for no consideration (the "**Return to Treasury**"). The 175,000 Preferred Shares were subsequently cancelled by the Company. Each Preferred Share is convertible into one thousand (1,000) Common Shares. Prior to completion of the Return to Treasury, Mr. Elituv beneficially owned or controlled an aggregate of 90,076,503 Common Shares and 200,000 Preferred Shares, which represented approximately 89.69% of the then issued and outstanding Common Shares on a partially diluted basis. Following completion of the Return to Treasury, Mr. Elituv beneficially owned and controlled, directly and indirectly, an aggregate of 90,076,503 Common Shares and 25,000 Preferred Shares, representing approximately 77.53% of the then issued and outstanding Common Shares on a partially diluted basis.

On February 16, 2023, the Company settled an aggregate of \$366,196.20 of indebtedness owed to Mr. Elituv through the issuance of 7,323,924 Common Shares at a price of \$0.05 per Common Share (the "**February Debt Settlement**"). Prior to completion of the February Debt Settlement, Mr. Elituv beneficially owned or controlled an aggregate of 90,076,503 Common Shares and 25,000 Preferred Shares, which represented approximately 64.14% of the then issued and outstanding Common Shares on a partially diluted basis. Following completion of the February Debt Settlement, Mr. Elituv beneficially owned and controlled, directly and indirectly, an aggregate of 97,400,427 Common Shares and 25,000 Preferred Shares, representing approximately 65.55% of the then issued and outstanding Common Shares on a partially diluted basis.

On September 29, 2023, Mr. Elituv received 25,000,000 Common Shares as a result of the conversion (the "**Conversion**") of Mr. Elituv's 25,000 Preferred Shares. Prior to completion of the Conversion, Mr. Elituv beneficially owned or controlled an aggregate of 97,398 Common Shares and 25,000 Preferred Shares, which represented approximately 95.32% of the then issued and outstanding Common Shares on a partially diluted basis. Following completion of the Conversion, Mr. Elituv beneficially owned and controlled, directly and indirectly, an aggregate of 25,097,398 Common Shares, representing approximately 91.00% of the then issued and outstanding Common Shares on a partially diluted basis.

On March 14, 2024, the Company settled an aggregate of \$400,000 of indebtedness owed to Mr. Elituv through the issuance of 8,000,000 Common Shares at a price of \$0.05 per Common Share (the "**March Debt Settlement**"). Prior to completion of the March Debt Settlement, Mr. Elituv beneficially owned or controlled an aggregate of 25,097,398 Common Shares, which represented approximately 36.64% of the then issued and outstanding Common Shares on a partially diluted basis. Following completion of the March Debt Settlement, Mr. Elituv beneficially owned and controlled, directly and indirectly, an aggregate of 33,097,398 Common Shares, representing approximately 43.27% of the then issued and outstanding Common Shares on a partially diluted basis.

The Common Shares were acquired for investment purposes. Mr. Nadav has a long-term view of the investment and may acquire additional securities of the Company either on the open market or through private acquisitions or sell the Common Shares on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors.

For further information please contact:

For further details relating to the Transactions, please see the Report, a copy of which is available on SEDAR+, or by contacting Nadav Elituv at (416) 357-0399 or nadav@twohandsapp.com.