

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Two Hands Corporation. (the “**Company**”)
1035 Queensway East
Mississauga, Ontario L4Y 4C1

2. Date of Material Change

August 4, 2022

3. News Release

A press release disclosing material changes was released on August 4, 2022, through the facilities of Newsfile Corp.

4. Summary of Material Change

On August 4, 2022, the Company announced that it had: (i) received approval from the Canadian Securities Exchange (the “**CSE**”) to list its common shares (the “**Common Shares**”) on the CSE on August 5, 2022, under the symbol “TWOH”; (ii) entered into a Securities Purchase Agreement (the “**Securities Purchase Agreement**”) with SRAX, Inc. (the “**Investor**”); (iii) completed a reverse stock split; and (iv) provided updates on share issuances and cancellations.

5. Full Description of Material Change

Canadian Securities Exchange Trading Date

On August 4, 2022, the Company received approval from the CSE to list its Common Shares on the CSE. Trading of the Common Shares in the capital of the Company will commence at the open of business on Friday, August 5, 2022, under the symbol “TWOH”.

SRAX Securities Purchase Agreement

On June 30, 2022, the Company entered into a Securities Purchase Agreement with the Investor. Pursuant to the Securities Purchase Agreement, the Company agreed to sell the Investor eighty thousand (80,000) shares of its series C convertible preferred stock (“**Series C Shares**”) at a purchase price to be determined by: (i) the price offered at the Company’s next financing; (ii) the common stock equivalents for cash consideration, indebtedness or a combination thereof; or (iii) the aggregate purchase price of two million US dollars (USD\$2,000,000) payable in services rendered by the Investor to the Company. Following this issuance, there are 90,000 Series A Shares outstanding.

In connection with the execution of the Securities Purchase Agreement, on July 5, 2022, the Company filed an amended and restated certificate of designation for the Series C Shares with the Delaware Secretary of State. This designated one hundred and fifty thousand (150,000) Series C Shares with a par value of USD\$0.001, as having a conversion price of \$0.25 per share.

Reverse Stock Split

On April 27, 2022, a reverse stock split of the Company's issued and outstanding Common Shares took effect based on one thousand (1,000) pre-reverse stock split Common Shares for one (1) post-reverse stock split Common Share. As of the date hereof, there are 123,415,558 issued and outstanding Common Shares.

Share Issuances and Cancellation

On April 27, 2022, the Company issued 90,000,000 post-reverse split Common shares to its President, Chief Executive Officer, Secretary, Treasurer and Director, Nadav Elituv, as payment under the terms of his employment agreement with the Company.

On April 28, 2022, the Company issued an aggregate of 4,000,000 Common Shares to certain holders as a result of conversions of an aggregate of 4,000 series B convertible preferred shares ("**Series B Shares**"). Following these issuances, there are 17,000 Series B Shares outstanding.

On May 4, 2022, the Company issued an aggregate of 4,000,000 Common Shares to certain holders as a result of conversions of an aggregate of 40,000 series D convertible preferred shares ("**Series D Shares**"). Following these issuances, there are no Series D Shares outstanding.

On July 26, 2022, 175,000 series A convertible preferred shares ("**Series A Shares**") were returned to the treasury for cancellation. Following this cancellation, there are 25,000 Series A Shares outstanding.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Nadav Elituv, Chief Executive Officer, at (416) 357-0399.

9. Date of Report

This report is dated at Toronto, this 4th day of August, 2022.

Cautionary Statement Regarding Forward-Looking Information

This news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s filing statement dated August 3, 2022. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.