



TWO HANDS ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Mississauga, Ontario – November 17, 2022 – Two Hands Corporation. ("**Two Hands**" or the "**Company**") (CSE: TWOH) announces that on October 6, 2022, the Company completed a non-brokered private placement through the issuance of 169,675 Series E Preferred Shares (the "**Shares**") at a price of US\$0.90 per Share for gross proceeds of US\$154,250.

Each share of the Shares shall have a stated value of \$1.00 (the "**Stated Value**"). At any time during the initial 180 days following the issuance of the Shares (the "**Redemption Periods**"), provided that an event of default has not occurred, the Company will have the right, at the Company's option, to redeem all or any portion of the shares of Shares, exercisable on not more than three (3) Trading Days (as defined herein) prior written notice to the holders of the Shares (the "**Holders**"), in full. Any notice of redemption hereunder (an "**Optional Redemption Notice**") shall be delivered to each Holder at its registered addresses and shall state: (1) that the Company is exercising its right to redeem the Shares, and (2) the date of redemption which shall be not more than three (3) Trading Days (as defined herein) from the date of the Optional Redemption Notice. On the date fixed for redemption (the "**Optional Redemption Date**"), the Company shall make payment of the Optional Redemption Amount (as defined herein) to the applicable Holder. If the Company exercises its right to redeem the Shares, the Company shall make payment to the applicable Holder(s) of an amount in cash equal to the percentage ("**Redemption Percentage**"), multiplied by the sum of an amount equal to (i) the total number of Shares held by the applicable Holder multiplied by (ii) the Stated Value plus the Adjustment Amount, (the "**Optional Redemption Amount**"). If the Company delivers an Optional Redemption Notice and fails to pay the Optional Redemption Amount due to the applicable Holder within two (2) business days following the Optional Redemption Date, the Company shall forever forfeit its right to redeem the Shares.

At any time following the date which is one hundred eighty (180) days after the date of issuance (the "**Issuance Date**"), the Holder shall have the right at any time, to convert all or any part of the outstanding Shares into fully paid and non-assessable shares of common shares in the capital of the Company (the "**Common Stock**"), as such Common Stock exists on the Issuance Date, or any shares of capital stock or other securities of the Company into which such Common Stock shall hereafter be changed or reclassified at the conversion price determined as provided herein (a "**Conversion**"); provided, however, that in no event shall any Holder be entitled to convert any portion of the Shares in excess of that number of Shares that upon conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by such Holder and its affiliates (other than shares of Common Stock which may be deemed beneficially owned through the ownership of the unconverted portion of the Shares or the unexercised or unconverted portion of any other security of the Company subject to a limitation on conversion or exercise analogous to the limitations contained herein) and (2) the number of shares of Common Stock issuable upon the conversion of the portion of the Shares with respect to which the determination of this proviso is being made, would result in beneficial ownership by the Holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock. For purposes of the proviso to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act

of 1934, as amended (the "**Exchange Act**"), and Regulations 13D-G thereunder, except as otherwise provided in clause (1) of such proviso. The beneficial ownership limitations on conversion as set forth in the section may not be waived by the Holder. The number of shares of Common Stock to be issued upon each conversion of Shares shall be determined by dividing the Conversion Amount (as defined herein) by the applicable Conversion Price (as defined herein) then in effect on the date specified in the notice of conversion (the "**Notice of Conversion**"), delivered to the Company by a Holder in accordance with the terms hereof; provided that the Notice of Conversion is submitted by facsimile or e-mail (or by other means resulting in, or reasonably expected to result in, notice) to the Company before 6:00 p.m., New York, New York time on such conversion date (the "**Conversion Date**"); however, if the Notice of Conversion is sent after 6:00 p.m., New York, New York time the Conversion Date shall be the next business day. The term "Conversion Amount" means, with respect to any conversion of shares of the Shares, the sum of the Stated Value plus the Adjustment Amount with respect to the shares of Shares being converted in such conversion.

Conversion Price. The conversion price (the "**Conversion Price**") shall equal the Variable Conversion Price (as defined herein) (subject to equitable adjustments by the Company relating to the Company's securities or the securities of any subsidiary of the Company, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). The "**Variable Conversion Price**" shall mean 75% multiplied by the Market Price (as defined herein) (representing a discount rate of 25%). "**Market Price**" means the average of the three (3) lowest Trading Prices (as defined here) for the Common Stock during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. "**Trading Price**" means, for any security as of any date, the closing bid price on the OTCQB, OTCQX, Pink Sheets electronic quotation system or applicable trading market (the "**OTC**") as reported by a reliable reporting service ("**Reporting Service**") designated by the Holder (i.e. Bloomberg). "Trading Day" shall mean any day on which the Common Stock is tradable for any period on the OTC, or on the principal securities exchange or other securities market on which the Common Stock is then being traded. Notwithstanding any reference above or elsewhere herein to any certificates representing the Shares, the Company expects that the Shares shall be recorded solely in book entry form, and in such case any references hereto to certificates representing the Shares being required to be delivered or provided in certain instances shall be deemed automatically waived, and such book entry records shall take the place thereof.

About the Company

The Company is focused 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.

For further information please contact:

Nadav Elituv, Chief Executive Officer at (416) 357-0399 or nadav@twohandsapp.com

Forward-looking Statements

This press release contains forward-looking statements and forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions, which are intended to identify forward-looking statements. More particularly and without limitation, this press release contains forward-looking statements concerning: the commencement of trading of the Company's Common Shares on the CSE.

These forward-looking statements are based on certain assumptions that the Company has made in respect thereof as at the date of this press release regarding, among other things: the Company completing its next financing.

Although the Company believes the expectations and material factors and assumptions reflected in these forward-looking statements are reasonable as of the date hereof, there can be no assurance that these expectations, factors and assumptions will prove to be correct. These forward-looking statements are not guarantees of future performance and are subject to a number of known and unknown risks and uncertainties including, but not limited to: changes in general economic, competitive, business, political and social conditions, including changes in the financial markets; the impact of competitive entities and pricing; the ability to access various sources of debt and equity capital on favourable terms; changes in applicable laws and regulations and costs associated therewith; actions by governmental or regulatory authorities and costs associated therewith; technology and cyber security risks; natural catastrophes; and certain other risks detailed in the Company's final prospectus dated April 21, 2022, a copy of which is available on SEDAR at www.sedar.com. Accordingly, readers should not place undue reliance on the forward-looking statements contained in this press release.

This list of risk factors should not be construed as exhaustive. Readers are cautioned that events or circumstances could cause results to differ materially from those predicted, forecasted or projected. The forward-looking statements contained in this document speak only as of the date of this document. The Company does not undertake any obligation to publicly update or revise any forward-looking statements or information contained herein, except as required by applicable laws. The forward-looking statements contained in this document are expressly qualified by this cautionary statement.