Two Hands Announces Corporate Update

All dollar amounts are in Canadian dollars unless otherwise indicated.

New York, New York, USA – January 17, 2025 – Two Hands Corporation (CSE:TWOH) (OTC:TWOH) ("Two Hands" or the "Company") is pleased to announce significant developments in its corporate structure aimed at enhancing capital resources and strategically repositioning the Company for future growth outside of the Food Retail and Distribution Service Industry. This news does represent a Fundamental Change as per CSE Policy 8, and is subject to shareholder approval. The stock will remain halted pending approvals and disclosure for the Shares for Debt, Change of Control and Fundamental Change.

The Company, as of December 30, 2024, implemented several structural changes, outlined as follows:

Shares for Debt Transaction: The Company entered into a shares for debt transaction with an arm's length party to address outstanding debt (the "**Shares for Debt Transaction**"). Effective December 30, 2024, an arm's-length party agreed with the Company, at the Company's option, to convert US$300,000 of debt owed by the Company into 3,000,000,000 validly issued, duly authorized, and non-assessable common shares of the Company ("**Common Shares**"), which shares were subsequently sold to Mr. Emil Assentato by way of private transfer. Additionally, Mr. Assentato assumed a separate note valued at US$100,000. The foregoing transactions resulted in a change of control of the Company as of December 30, 2024. The issuance of Common Shares under the Shares for Debt Transaction is subject to disinterested shareholder approval and the policies of the Canadian Securities Exchange (the "**CSE**").

Board and Executive Changes: The Board of Directors accepted the following resignations effective December 30, 2024:

- **Nadav Elituv** resigned as President, Chief Executive Officer, Treasurer, and Secretary and as a director. Mr. Elituv will assist with the transition of Two Hands (Canada) Corporation.
- **Steven Gryfe** resigned as Chief Financial Officer.
- **Bradley Southam** resigned as an independent director.
- **Ryan Wilson** resigned as an independent director.

Concurrent with these resignations, the Board appointed Emil Assentato as Director, President, Chief Executive Officer, interim Treasurer, and interim Secretary of the Company.

Appointment of New CEO: Following the issuance of the 3,000,000,000 Common Shares (which transaction remains subject to disinterested shareholder approval), Mr. Assentato was appointed Chief Executive Officer, effective December 30, 2024.

Onboarding of New CFO and Directors: The Company has appointed a new Chief Financial Officer, Mr. Andrew Kucharchuk, who will also serve as a new member of the Board of Directors. The Company has also appointed Mr. Craig Marshak to the Board of Directors. Both appaointments were made effective January 10, 2025.

CEO Statement:

Emil Assentato, CEO of Two Hands commented: "I would like to take this moment to express my apologies to the shareholders for the halt in trading of Two Hands shares. Please be assured we are working to cure the situation.

In the meantime, Two Hands continues its quest to increase shareholder value. In that regard we have hired two seasoned professionals, Kelsey Short and Daniel Feibus to bring their expertise to bear becoming our specialists in the artisan crafted denim and premium combed Pima cotton yarns space in cooperation with Videlia Mills. We are extremely excited about this cooperative effort and hope this will provide the shareholders with a path forward.

This is an exciting time for Two Hands as we take steps to increase shareholder value and establish a clearer direction for our future. The enhanced capital structure positions us well to capitalize on emerging opportunities in the market and further develop our initiatives."

Mr. Assentato continued, "The issuance of shares is expected to strengthen the Company's financial foundation and facilitate growth initiatives aimed at expanding its market presence."

Market Presence:

Two Hands is currently listed on the CSE and quoted on the OTC markets in the United States. The Company remains committed to meeting the listing requirements so that the shares can resume trading.

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About Two Hands
Two Hands has been active in the Food Retail and Distribution Service Industry (SIC Code 7389) for several years, focusing on the Consumer Non-Cyclical sector. The Company is dedicated to providing quality products and services to meet the needs of its customers.

This news release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of any securities in any jurisdiction where such offer, solicitation, or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws, and may not be offered or sold in the "United States" or to "U.S. persons" (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration requirements is available.

Neither the Canadian Securities Exchange nor its Regulation Services accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements:

Certain information in this news release contains forward-looking statements that involve substantial known and unknown risks, uncertainties, and other factors that may cause actual results, performance, or achievements to differ materially from future results, performance, or achievements expressed or implied by such forward-looking statements. Forward-looking statements include terms such as "may," "will," "expect," "anticipate," "believe," "continue," "potential," or comparable terminology. These statements are subject to numerous risks and uncertainties, including market trends, general economic conditions, regulatory requirements, and the availability of additional financing. Readers should not place undue reliance on forward-looking statements as they are based on assumptions deemed reasonable at the time of preparation, which may prove imprecise.

For further information, please visit www.twohands.ca.