No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus is not related to a public offering of securities.

PROSPECTUS

NON-OFFERING PROSPECTUS **April 21, 2022**

TWOHANDS

Two Hands Corporation

This Prospectus is being filed by Two Hands Corporation (the "Company") with the British Columbia Securities Commission and the Ontario Securities Commission to become a reporting issuer under the respective securities legislation in British Columbia and Ontario.

No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the British Columbia Securities Commission and the Ontario Securities Commission for the purpose of providing full public disclosure regarding the Company, and the Company plans to seek a listing of the Company's common shares (the "Common Shares") on a recognized Canadian stock exchange (the "Listing"). As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus.

There is no market through which the securities of the Company may be sold. This may affect the pricing of the Company's securities in the secondary markets, the transparency and availability of trading prices, the liquidity of the Company's securities, and the extent of issuer regulation. See "*Risk Factors*".

As at the date of this Prospectus, the Company is a Securities Exchange Commission ("**SEC**") issuer and does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc). Any Listing will be subject to the Company fulfilling all of the listing requirements of the applicable stock exchange, including without limitation, the distribution of the Company's Common Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

The Company has appointed Irwin Lowy LLP of 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 as its respective agent for service of process in Ontario. It may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Unless otherwise noted, all currency amounts in this Prospectus are stated in United States dollars.

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NOTICES TO INVESTORS

General Advisory

An investor should read this entire non-offering Prospectus and consult its own professional advisors to assess the income tax, legal, risk factors and other aspects of an investment in the securities of the Company. An investor should rely only on the information contained in this Prospectus.

ABOUT THE PROSPECTUS

A copy of this non-offering Prospectus has been filed with the securities regulatory authority in the Provinces of British Columbia and Ontario.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This Prospectus does not constitute a public offering of securities.

Unless the context otherwise requires, all references in this Prospectus to ‘‘Two Hands Corporation’’, ‘‘we’’, ‘‘us’’ ‘‘our’’ and the ‘‘Company’’ refer to Two Hands Corporation and its subsidiaries.

The Company prepares its financial statements in United States dollars and in conformity with Generally Accepted Accounting Principles in the United States of America (“**U.S. GAAP**”). All references to $ are to United States dollars (“**USD**”).

Certain terms and phrases used in this Prospectus are defined in the “Glossary”.

No securities are being offered or sold pursuant to this Prospectus. The Company is filing this Prospectus with the British Columbia Securities Commission and the Ontario Securities Commission to enable it to become a reporting issuer under the *Securities Act* (British Columbia) and the *Securities Act* (Ontario). Since no securities are being sold pursuant to this Prospectus, no proceeds will be raised.

No underwriter has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus. An investment in the Company should be considered highly speculative. There is no guarantee that an investment in the Company will earn any positive return in the short or long-term. An investment in securities of the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Common Shares. In reviewing this Prospectus, an investor should carefully consider the matters described under the heading “*Risk Factors*”.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES

FORWARD-LOOKING STATEMENTS

Certain statements in this Prospectus may constitute "Forward-Looking Information" which means disclosure regarding possible events, conditions, acquisitions, or results of operations that is based on assumptions about future conditions and courses of action and include future-oriented financial information with respect to prospective results of operations, financial position or cash flows that is presented either as a forecast or a projection, and also includes, but is not limited to, statements with respect to the future financial and operating performance of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "proposes", "expects", "is expected", "budget", "scheduled", "estimates", "potential", "strategies", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words or phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements included or incorporated by reference in this Prospectus include, but are not limited to, statements with respect to: (i) continued development of Company's three on-demand food businesses; (ii) the Company's growth strategy; (iii) regulatory and related approvals; and (iv) liquidity, working capital, and capital expenditures.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. As a result, actual actions, events or results may differ materially from those described in forward-looking information, and there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended including, without limitation, those referred to in this Prospectus under the heading "Risk Factors" and elsewhere. Although forward-looking information contained in this Prospectus is based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with the forward-looking information.

Forward-looking information contained herein is as of the date of this Prospectus, and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated. Accordingly, readers should not place undue reliance on forward-looking information due to the inherent uncertainty therein. Material risk factors that could cause actual results to differ materially from the forward-looking information are contained under the heading "*Risk Factors*", and include: competition to the Company; the Company's ability to continue as a going concern; the Company's ability to raise capital; the Company's dependence on its principal executive officer; failure to attract, train and retain skilled and qualified employees; failure to successfully manage its new product development or expansion; failure to attract customers; difficulties managing planned growth; coronavirus outbreak; material weaknesses in the Company's internal control over financial reporting; failure to protect the Company's proprietary technology and intellectual property rights; product safety and security; supply chain disruptions; business continuity; ethical business conduct; infringement of another party's intellectual property rights; failure to protect personal information; limitations of director liability and indemnification; limitation on remedies; uncertainty of use of available funds; legal, taxation and accounting risks; dependence on key management personnel and outside contractors; dilution; market price and trading volume of Common Shares; no dividends; penny stock rules; Financial Industry Regulatory Authority (FINRA) sales practice requirements; the preparation of the Company's consolidated financial statements involves the use of estimates, judgments and assumptions; analysts research reports; stock price volatility; SRAX may sell a large number of shares; certain provisions of the General Corporation Law of the State of Delaware may have anti-takeover effects; provisions of the Company's certificate of incorporation and bylaws may delay or prevent a takeover; substantial number of authorized but unissued shares; equity compensation; and tax issues. See "*Risk Factors*".

FUTURE-ORIENTED FINANCIAL INFORMATION

Certain Forward-Information contained in this Prospectus should als be considered future-oriented financial information ("FOFI"). FOFI contained in this Prospectus was approved by management of the Copany as of the date of this Prospectus and was provided for the purpose of providing information about the Company's future business operations, objectives and financial position. The Company disclaims any intention or obligation to update or revise any FOFI contained in this Prospectus, whether as a result of new information, future events or otherwise, unless required pursuant to applicable law. Readers are cautioned that the FOFI contained in this Prospectus should not be used for purposes other than for which it is disclosed herein. FOFI contained in this Prospectus relating to the Company's expected contribution from sales are based on the following assumptions: (i) the estimated cash receipts from sales equal to average monthly sales for the three months ended December 31, 2021 plus 2% growth rate per month over 2022, with even collection of accounts receivable and payment of accounts payable during 2022; (ii) contribution is 10.5% for 2022 (the gross margin for the year ended December 31, 2021 is 10.5%); (iii) a decrease in the cost of rent based on consolidation of rental space into one location; (iv) there will be no increase in the cost in 2022 of occupancy, advertising and travel, auto expenses, consulting fees, design; and (v) the payment of a signiciant portion of employee, consulting and service provider costs by way of equity compensation.

GLOSSARY

This Glossary defines certain business, industry, technical and legal terms used in this Prospectus for the convenience of the reader. It is not a comprehensive list of all defined terms used.

"**2021 Plan**" means the Company's 2021 Stock Incentive Plan;

"**2021 Financial Statements**" means the Company's filed annual financial statements for the year ended December 31, 2021;

"**Affiliate**" means a company that is affiliated with another company as defined in the Canadian Business Corporations Act;

"**Audit Committee**" means an "audit committee" as that term is defined in NI 52-110;

"**Audit Committee Charter**" means the charter to be adopted by the Board delineating the Audit Committee's responsibilities, a copy of which is appended to this Prospectus as Schedule C;

"**Awards**" has the meaning ascribed thereto under the heading "*Executive Compensation – Stock Option Plans and Other Incentive Plans*";

"**BCSC**" means the British Columbia Securities Commission;

"**Board**" means the board of directors of the Company;

"**BIA**" means the Bankruptcy and Insolvency Act (Canada);

"**Bylaws**" refers to the Company's corporate bylaws;

"**CBCA**" means the Canadian Business Corporations Act;

"**CEO**" means Chief Executive Officer;

"**CFO**" means Chief Financial Officer;

"**Cellular Connection**" means The Cellular Connection Ltd., a manufacturer of cellular products in Canada;

"**Common Shares**" means a common share in the capital of the Company;

"**Company**" or "**Two Hands**" means Two Hands Corporation, a company 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;

"**Directors**" means the directors of the Company;

"**Effective Date**" means the date on which the final receipt for this Prospectus is issued by the BCSC and OSC;

"**FINRA**" means the Financial Industry Regulatory Authority, Inc.;

"**Geneva Roth Remark Holdings Inc.**" means Geneva Roth Remark Holdings Inc., a company in the consumer lending industry located in the United States of America;

"**Insider**" an insider as defined in the Securities Act (Ontario), which includes:
(a) a director or an officer of an issuer,
(b) a director or an officer of a person that is itself an insider or a subsidiary of an issuer,
(c) a Person that has beneficial ownership of, or control or direction over, directly or indirectly, or a combination of beneficial ownership of, and control or direction over, directly or indirectly, securities of an issuer carrying more than 10% of the voting rights attached to all the issuer's outstanding voting securities, excluding, for the

purpose of the calculation of the percentage held, any securities held by the Person as underwriter in the course of a distribution,
(d) an issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security,
(e) a Person designated as an insider in an order made under section 3.2, or
(f) a Person that is in a prescribed class of Persons.;

"**J. Turk Note 1**" has the meaning ascribed thereto under "Description of the Share Capital" – "Non-Redeemable Convertible Securities";

"**J. Turk Note 2**" has the meaning ascribed thereto under "Description of the Share Capital" – "Non-Redeemable Convertible Securities";

"**J. Turk Note 3**" has the meaning ascribed thereto under "Description of the Share Capital" – "Non-Redeemable Convertible Securities";

"**Listing**" means the proposed listing of the Common Shares of the Company on a recognized Canadian stock exchange;

"**Management**" means the management of the Company;

"**Mobile Application**" has the meaning ascribed thereto under the heading "Narrative Description of the Business - Principal Products and Services";

"**Named Executive Officer**" or "**NEO**" means each of the CEO, the CFO and each of the three most highly-compensated executive officers, other than the CEO and the CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds $150,000, and any additional individuals for whom disclosure would have been provided, except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end;

"**NI 33-105**" means National Instrument 33-105 – Underwriting Conflicts;

"**NI 52-110**" means National Instrument 52-110 - Audit Committees;

"**NP 46-201**" means National Policy 46-201 - Escrow for Initial Public Offerings;

"**NI 41-101**" means National Instrument 41-101 – General Prospectus Requirements;

"**NI 52-107**" means National Instrument 52-107 – Acceptable Accounting Principles and Auditing Standards;

"**OSC**" means the Ontario Securities Commission;

"**OTCBB**" means the OTC Bulletin Board;

"**Person**" means a company or an individual;

"**Participant**" has the meaning ascribed thereto under the heading " Executive Compensation – Stock Option Plans and Other Incentive Plans ";

"**Plantro Inc. S.A.S**" means Plantro Inc. S.A.S, a company in the pharmaceutical and medicine manufacturing industry located in Columbia;

"**Power Up Lending Group Ltd.**" means Power Up Lending Group Ltd., a small business loan and business loan financing company located in the United States of America;

"**Prospectus**" means this prospectus and any appendices, schedules or attachments hereto;

"**S. Turk Note 1**" has the meaning ascribed thereto under "Description of the Share Capital" – "Non-Redeemable Convertible Securities";

"**S. Turk Note 2**" has the meaning ascribed thereto under "Description of the Share Capital" – "Non-Redeemable Convertible Securities";

"**Sarbanes-Oxley Act**" means the Sarbanes-Oxley Act of 2002;

"**SEC**" means the Securities and Exchange Commission;

"**SEDAR**" means www.sedar.com, which is the official website that provides access to public securities documents and information filed by public companies and investment funds as maintained by the Canadian Securities Administrators;

"**Transfer Agent**" means TranShare Corporation;

"**Two Hands Canada Corporation**" refers to a subsidiary (formerly "I8 Interactive") 100% owned by the Company incorporated under the laws of Canada, under which the operations of the business are carried on;

"**U.S. GAAP**" means Generally Accepted Accounting Principles, the accounting principles generally accepted in the United States of America; and

"**U.S. Securities Act**" means the United States Securities Act of 1933, as amended.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company	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 Company's Canadian head officed is located at 1035 Queensway East, Mississauga, Ontario, Canada L4Y 4C1. See "*Corporate Structure*".
Our Business	The Company is focused exclusively on the grocery market through three on-demand food businesses, gocart.city, Grocery Originals, and Cuore Food Services. gocart.city the Company's online delivery marketplace that aims to deliver fresh and high-quality produce, meats, pantry items, bakery & pastry goods, gluten-free goods, and organic items throughout Southern Ontario. Grocery Originals is the Company's brick-and-mortar grocery store that provides customers with a client-facing section of the Company's warehouse to purchase inventory. Cuore Food Services is the Company's distribution brand that focuses on bulk delivery of Italian themed oils, pastas and sauces to dry packed goods, exclusive wines, coffees, and desserts to a wide range of food services businesses such as retail chains, hotels, and restaurants. See "*Description of the Business*".
Use of Available Funds	This is a non-offering Prospectus, and accordingly the Company is not raising any funds in conjunction with this Prospectus. As at March 31, 2022, the Company had an unaudited estimated working capital of $437,652 and expected available funds of $1,188,652 for the next twelve months. See "*Use of Available Funds*".
Risk Factors	Investment in the Company involves a substantial degree of risk and should be regarded as speculative. As a result, the purchase of the Company's securities should be considered only by those persons who can afford a loss of their entire investment. Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the risks described under "Risk Factors", which include risks relating to the Company's competition; substantial doubt about its ability to continue; need for additional capital; principal executive officer devoting only a limited amount of his time to its operations; retaining and dependence on skilled and qualified employees; manage new product development; not being able to attract customers; managing its planned growth; impact from the coronavirus outbreak; material weaknesses in the Company's internal control over financial reporting; failure to protect the Company's proprietary technology and intellectual property rights; product safety and security; supply chain disruptions; business continuity; ethical business conduct; incurring substantial costs as a result of any claim of infringement of another party's intellectual property rights; failure to protect personal information adequately and breaches in cyber security and data protection; limitations of director liability and indemnification of directors and officers and employees; limitation on remedies and indemnification; uncertainty of use of available funds; legal, taxation and accounting practices; issuance of additional shares without shareholder approval; impacts on the market price of its Common Shares; Common Shares is thinly traded; intention not to pay any cash dividends on its shares' penny stock rules; the Financial Industry Regulatory Authority (FINRA) sales practice requirements; controlling shareholders holding a significant percentage of outstanding voting securities; preparation of the Company's consolidated financial statements; lack of or unfavourable publishments; stock price volatility; diminution to the value of shares; provisions of the General Corporation Law of the State of Delaware; provisions that

delay or prevent a takeover; number of authorized but unissued shares; dilution; and tax issues.

As well, due to the Company conducting business outside of the United States, it is subject to certain additional risks related to doing business in foreign countries. Because the Company's articles of incorporation, bylaws and Delaware law limit the liability of its officers, directors, and others, shareholders may have no recourse for acts performed in good faith. If certain legislation, including the Sarbanes-Oxley Act of 2002, makes it more difficult for the Company to retain or attract officers and directors, it may be unable to hire such personnel and the Company's business operations may be materially negatively impacted.

See "*Risk Factors*".

Financial Information

The following selected financial information has been derived from the Company's audited consolidated financial statements for the year ended December 31, 2021 and 2020 and should be read in conjunction with the consolidated financial statements and accompanying notes of the Company included as "Schedule A – Financial Statements and MD&A" hereto.

	Year Ended December 31, 2020	**Year Ended December 31, 2021**
Sales	$159,025	$930,096
Cost of goods sold	138,405	832,816
Gross profit	20,620	92,280
Operating Expenses		
Salaries and benefits	1,972,400	400,676
Occupancy expense	26,573	63,570
Advertising and travel	86,976	108,929
Auto expenses	8,717	52,459
Consulting	3,095,802	2,354,036
Depreciation and amortization	1,482	1,898
Design	11,321	14,708
Office and general expenses	105,902	115,627
Professional fees	216,436	155,376
Research and development	0	0
Total Operating Expenses	5,525,609	3,267,279
Other income (expense)		
Amortization of debt discount and interest expense	(239,312)	(357,213)
Loss on settlement of debt	(2,053,055)	(12,890,764)
Initial derivative expense	(258,863)	(126,322)
Change in fair value of derivative liabilities	390,157	208,261

Total other income (expense)	(2,161,073)	(13,166,038)
Loss Before Income Taxes	(7,666,062)	(16,336,037)
Current Expense	0	0
Net Income for the Period	(7,666,062)	(16,336,037)
Other Comprehensive Loss Items that will be subsequently classified into profit and loss		
Foreign exchange translation adjustment	0	0
Total loss and comprehensive loss for the period	($7,666,062)	($16,336,037)
Basic and diluted net loss per share	($0.04)	($0.01)

CORPORATE STRUCTURE

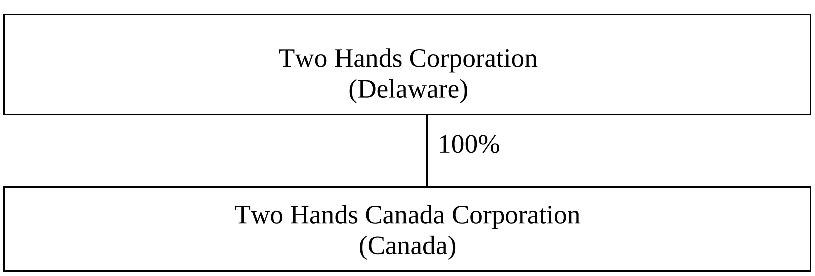
Name and Incorporation

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. On January 3, 2022 the Company amended its articles to increase its authorized share capital from 6,000,000,000 to 12,000,000,000. 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.

The Company's registered office is located at 3500 S. DuPont Highway, in the city of Dover, County of Kent, State of Delaware, United States of America, 19901. The Company's Canadian head office is located at 1035 Queensway East, Mississauga, Ontario, Canada L4Y 4C1 and its telephone number is (416) 357-0399. The Company's fiscal year end is December 31.

Intercorporate Relationships

The operations of the business are carried on by Two Hands Canada Corporation (formerly I8 Interactive), a wholly-owned subsidiary of the Company, incorporated under the laws of Canada pursuant to the CBCA on February 7, 2014. The registered office of the company is 53 Theodore Place, Thornhill, Ontario, Canada, L4J 8E4.



DESCRIPTION OF THE BUSINESS

Overview

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.

On November 16, 2016, the Company changed the name of its wholly owned subsidiary from I8 Interactive to Two Hands Canada Corporation.

gocart.city

gocart.city is the Company's online delivery marketplace, allowing consumers to shop online and have their groceries delivered. The gocart.city online platform stores all inventory in the Company's warehouse located at its head office in Mississauga. The aim of gocart.city is to deliver fresh and high-quality food products directly to retail consumers throughout Southern Ontario. The Company recently engaged local renowned chef, Grace DiFede, to curate a new line of meal kits and bundles to sell on the gocart.city platform alongside the Company's other grocery essentials.

The gocart.city platform is available online and through applications for handheld devices supporting iOS or Android. The features and functions of gocart.city include customers having the ability to search for products by category and name, customers saving items in their cart and being able to share their cart with others, and being able to opt-in to digital weekly alerts that provide information on promotions and discounts on certain products. gocart.city also includes standard payment options for customers, such as PayPal, American Express and Visa.

The Company also employs a social media manager to oversee and increase engagement with customers by using platforms such as Facebook, Twitter, Instagram and Google. The ads that are posted on these platforms are generic branding related to the Company, as well as the promotion of particular sale items. Moreover, the Company has agreements with SRAX, Inc. ("**SRAX**") and Adfuel Media Inc. to boost such engagement.

Grocery Originals

Grocery Originals is the Company's brick-and-mortar grocery store located in Mississauga Ontario at the site of the Company's warehouse. Grocery Originals was originally intended for curbside pickup but has expanded into a full service store, that includes a deli, cold storage, a stone pizza oven, and offering a wide variety of fresh and specialty meals curated by Grace Di Fede.

Cuore Food Services

Cuore Food Services is the Company's wholesale food distribution branch. Cuore Food Services uses inventory from the Company's warehouse as well as inventory it acquires on an ad hoc basis, and focuses on bulk delivery of goods to food service business such as restaurants, hotels, event planning/hosting businesses. Orders distributed through Cuore Food Services can be made over the phone or online through a different front-end of the gocart.city platform.

Three-Year History

2018

During the year ended December 31, 2018, the Company assisted clients in developing brand strategies. The Company executed and/or oversaw the research, planning, pricing, creative development, tracking and deployment of all digital advertising projects needed to promote client products and services.

The Company worked on several technology platforms, including a mobile co-operating platform and an encrypted private messaging application (Two Hands Gone Application).

On July 25, 2018, Two Hands co-parenting application, called the Two Hands App, was launched. The ultimate goal of the application was to improve the lives of families, especially the lives of children, after a divorce or a separation by improving organization and communication between parents, co-parents, and caregivers. The Company ceased work on the application in 2021.

On January 8, 2018, the Company entered into a Side Letter Agreement ("**S. Turk Note 1**") with Stuart Turk, to amend and add certain terms to certain outstanding 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 S. Turk Note 1 was $244,065 with a face value of $292,878 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it may convert principal and interest at a fixed conversion price of $0.0001per share of the Company's Common Shares. This allowed for Stuart Turk to secure a portion of Company assets up to two hundred (200%) of the face value of S. Turk Note 1. The outstanding face value of S. Turk Note 1 would increase by twenty percent (20%) on each one-year anniversary until it has been paid in full. During the year ended December 31, 2021, the Company elected to convert $286,957 of principal and interest into 2,869,570,627 Common Shares of the Company at a fixed conversion price of $0.0001 per share.

On April 12, 2018, the Company entered into a Side Letter Agreement ("**J. Turk Note 1**") with Jordan Turk to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $45,000 issued by the Company during the period of March 19, 2018 to April 12, 2018. The issue price of J. Turk Note 1 was $45,000 with a face value of $54,000 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Jordan Turk to secure a portion of Company assets up to two hundred (200%) of the face value of J. Turk Note 1. The outstanding face value of J. Turk Note 1 would increase by twenty percent (20%) on each one-year anniversary until it has been paid in full. During the year ended December 31, 2021, the Company elected to convert $90,048 of principal and interest into 900,480,000 Common Shares of the Company at a fixed conversion price of $0.0001 per share.

On May 10, 2018, the Company entered into a Side Letter Agreement ("**J. Turk Note 2**") with 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 J. Turk Note 2 was $35,000 with a face value of $42,000 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it could convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Jordan Turk to secure a portion of Company assets up to two hundred percent (200%) of the face value of J. Turk Note 2. The outstanding face value of J. Turk Note 2 would by twenty percent (20%) on each one-year anniversary until it has been paid in full. During the year ended December 31, 2021, the Company elected to convert $40,100 of principal and interest into 401,000,000 Common Shares of the Company at a fixed conversion price of $0.0001 per share.

On September 13, 2018, the Company entered into a Side Letter Agreement ("**J. Turk Note 3**") with 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 to September 13, 2018. The issue price of J. Turk Note 3 was $40,000 with a face value of $48,000 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it could convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Jordan Turk to secure a portion of Company assets up to two hundred percent (200%) of the face value of J. Turk Note 3. The outstanding face value of J. Turk Note 3 would increase by twenty percent (20%) on each one-year anniversary until it has been paid in full.

On September 10, 2018, the Company executed an employment agreement for the period from July 1, 2018 to June 30, 2019 with Nadav Elituv, the Chief Executive Officer of the Company pursuant to which the Company issued 50,000 Common Shares of the Company and an annual salary of $151,200 payable monthly on the first day of each month from available funds.

2019

On January 17, 2019, the Company entered into an agreement to purchase a one hundred percent (100%) interest in a certain Colombian license held by Plantro Inc. S.A.S. The transaction was subject to the Company's satisfaction that it could acquire such license free and clear of all encumbrances, completion of due diligence, receipt of any third-party consents and there being no material adverse change in the license. The Company agreed to issue ten million (10,000,000) restricted shares of its Common Shares and pay a royalty of fifteen (15%) of net income, calculated in accordance with U.S. GAAP, earned from the license to Plantro Inc. S.A.S. The transaction was originally expected to close on February 15, 2019. On February 27, 2019, the Company announced the closing of the transaction was extended to the week of April 4, 2019 to satisfy the conditions placed on Plantro Inc S.A.S. The proposed transaction was never consummated.

On February 20, 2019, the Company announced the launch of its application, Two Hands Gone, an encrypted private messaging application that could be downloaded from either the Apple App Store or Google Play Store. The application allowed users to send encrypted messages from their phone, combining military-grade security, confidentiality, and privacy. The Company ceased work on the application in 2021.

On January 31, 2019, the Company entered into a Side Letter Agreement ("**S. Turk Note 2**") 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 S. Turk Note 2 was $106,968 with a face value of $128,362 and had an original maturity date of December 31, 2019 which was subject to automatic renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it could convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Stuart Turk to secure a portion of Company assets up to two hundred percent (200%) of the face value of S. Turk Note 2. The outstanding face value of S. Turk Note 2 would increase by twenty percent (20%) on each one-year anniversary of the Note until the Note has been paid in full.

On September 10, 2019, the Company executed an employment agreement for the period from July 1, 2019 to June 30, 2020 with Nadav Elituv, the Chief Executive Officer of the Company pursuant to which the Company issued 50,000 Common Shares of the Company and an annual salary of $151,200 payable monthly on the first day of each month from available funds. On November 1, 2019, this employment agreement was amended to include additional share-based compensation comprising of 30,000 shares of Series A Convertible Preferred Stock. On December 20, 2019, January 29, 2020, February 28, 2020, March 30, 2020 and April 30, 2020 the employment agreement was further amended to include additional share-based compensation comprising of 873,609 shares, 1,000,000 shares, 1,000,000 shares, 2,500,000 shares and 2,000,000 Common Shares of the Company, respectively.

2020

The Company released its gocart.city grocery delivery application in early June for the sale of groceries to consumers. At the beginning of July, the Company commenced the sale of dry goods and produce to other businesses. A mobile version of the application was also created and can be downloaded from either the Apple App Store or Google Play Store (See "*Narrative Description of the Business*").

On May 7, 2020, the Company entered into a platform account agreement with SRAX (the "**Platform Account Agreement**"). SRAX is a publicly traded company that developed data-powered technology that enables public companies to acquire, manage, and engage with shareholders; moreover, as a digital agency, SRAX retained the ability to place ads in various online properties, such as Twitter, Google, and Facebook. The SRAX platform is software that companies can use to track their investors' behaviors and trends and use those insights to engage current and potential investors across marketing channels. Pursuant to the Platform Account Agreement, the Company was granted a non-exclusive, non-transferable and non-sublicensable right to access and use SRAX's platform for its internal business purposes. SRAX's platform is accessible at all times through a website and

SRAX is responsible for supplying access to all data necessary to make use of the SRAX platform. The fees payable by the Company pursuant to the Platform Account Agreement were $20,000 for access to the platform for a twelve month period, and $180,000 for an equal value of credit with SRAX for the service, which fees were paid bythe Company pursuant to the issuance of Common Shares of the Company. The Platform Account Agreement also provided for revenue sharing, wherein SRAX would pay the Company fifty percent (50%) of gross profits generated and actually received in connection with each revenue share data sale.

On August 7, 2020, the Company executed an employment agreement for the period from July 1, 2020 to June 30, 2021 with Nadav Elituv, the Chief Executive Officer of the Company pursuant to which the Company issued 50,000,000 Common Shares of the Company and an annual salary of $151,200 payable monthly on the first day of each month from available funds.

Stock-based compensation – salaries expense related to these employment agreements for the years ended December 31, 2020 and 2019 is $491,450 and $1,762,557, respectively. Stock-based compensation – salaries expense was recognized ratably over the requisite service period.

2021 and 2022

In July 2021, the Company made the strategic decision to focus exclusively on the grocery market through three on-demand brands, gocart.city, Grocery Originals and Cuore Food Services, and the Company ceased activity on the Two Hands co-parenting application and Two Hands Gone application.

The Company had been contemplating launching a meal kit business since 2019 and made significant progress towards launching the business in March 2020. Through contacts gained during the planning and preliminary work to create the meal kit business, an opportunity to launch a grocery business presented itself. The Company embarked on an investigation of the industry, challenges and opportunities, and specifically, the scalability of the business. Key drivers were start-up costs such as affordability, time to market, and confidence in the Company's ability to successfully launch and maintain the business. Keys to progress were establishing the relationships with suppliers in the Greater Toronto Area food industry. Due to the COVID-19 pandemic, the Company's focus shifted from the meal kit business to a grocery delivery business. The Company has embarked on building the grocery delivery business, solidifying supplier relationships, developing website, apps and the required IT infrastructure to run the business, and sourcing the required resources personnel and warehouse location. The grocery business was not acquired from a different entity.

The gocart.city online consumer grocery delivery application was introduced in June 2020 and due to growing demand, the Company has now included Southern Ontario in its coverage area. The Grocery Originals store opened in Mississauga, Ontario, and is fully equipped with a deli, cold storage and a stone pizza oven. Cuore Food Services is the Company's wholesale food distribution branch that commenced sale of dry goods and produce to other businesses, such as food service businesses, retail chains, hotels and restaurants. The Company chose to use an external, opensource ecommerce software package and customize its functionality to support its requirements for full ecommerce functionality, such as, cart management, catalog, payment gateway, etc. In addition, the Company needed to add mobile application functionality such that customers can place and manage orders from their mobile device; Apple iOS or Google Android platforms. The Company contracted with software development vendors to deliver all required IT functionality. The Company designed all applications and managed integration into their cloud services platform. See "*Narrative Description of the Business*".

On May 27, 2021, the Company entered into a Securities Purchase Agreement with Geneva Roth Remark Holdings Inc. relating to the issuance and sale of a Convertible Note with an original principal amount of $78,750 less transaction costs of $3,750 bearing an eight percent (8%) annual interest rate and maturing May 27, 2022 for $75,000 in cash. After one hundred and eighty (180) days after the issue date, the Convertible Note together with any unpaid accrued interest is convertible into Common Shares of the Company at Geneva Roth Remark Holdings Inc.'s option at a variable conversion price calculated at sixty five percent (65%) 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. The Company may prepay the Convertible Note in cash, if repaid within ninety (90) days of date of issue, at one hundred and eighteen percent (118%) of the original principal amount plus interest, between ninety one (91) days and one hundred and twenty (120) days at one hundred and twenty three (123%) of the original principal amount plus interest, between one hundred and twenty one (121) days and one hundred and eighty (180) days at one hundred and twenty nine percent (129%) of the original principal amount plus interest and after one hundred and eighty one (181) days one hundred and seventy five (175%) of the original principal amount plus interest. From December 1, 2021 to December 2, 2021, the Holder converted 67,461,539 shares of common stock of the Company with a fair value of $105,985 to settle principal and interest of $81,900. The conversions resulted in the settlement of derivative liabilities of $52,689 and a gain on settlement of debt of $3,667. On December 31, 2021, the Convertible Note was recorded at amortized cost of $0. This Convertible Note has been paid in full.

On September 15, 2021, the Company entered into an advertising contract with Adfuel Media Inc ("Adfuel"). Adfuel is a digital marketing company and publisher of advanced targeted advertising. The advertising contract granted to the Company use of Adfuel's geo targeting capabilities. These capabilities permit companies to deepen their engagement with online consumers and seek to market the right ad to the right person at the right time and place. The Company engaged this service as a digital campaign to target downtown Toronto grocery stores, universities and colleges with ads for its products and services.

There are no remaining steps to cease previous operations with respect to the Two Hands co-parenting application, Two Hands Gone application, and potential entry into the cannabis business. In addition, the Company has no operations outside of Ontario and Canada.

On February 4, 2022, the Company entered into binding enforceable agreements with each of Messrs. Nadav Elituv, Philip Clark, Piero Manzini, Ryan Wilson, Steven Gryfe, and Bradley Southam, pursuant to which such persons have each agreed with the Company that any compensation, fees and/or other amounts owing or payable by the Company to such persons can be payable in, at the sole discretion of the Company, either cash or in shares of the Company, at a deemed price per share equal to the fair market value of such shares as determined by the Company acting reasonably. See "*Risk Factors – Equity Compensation*".

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**") (a company controlled by Stuart Turk, a shareholder of the Company). 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 funds due for repayment on May 1, 2024, and the principal bears interest at 8% per annum, payable monthly. Any indebtedness under the Line of Credit shall be secured against accounts receivable and inventory of the Company, and is convertible into equity of the Company at the Company's option any time after twelve months from the first advance, subject to a restriction on the Lender holding more than 4.99% of the Company's Common Shares. As at the date of this Prospectus, no funds have been borrowed by the Company pursuant to the Line of Credt.

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.

Narrative Description of the Business

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. See "*Description of the Business – Overview*".

Products and Services

The Company is a retailer and wholesaler of quality, name-brand dry goods and fresh produce sold through its gocart.city online shopping platform, its Grocery Originals brick and mortar grocery store, as well as direct to restaurants and hospitality providers through Cuore Food Services. The Company's flexible buying model allows it to offer quality, name-brand products at prices below those of conventional retailers.

- How the Company buys: The Company sources quality, name-brand dry goods and fresh products opportunistically through a purchasing team that leverages long-standing and actively managed supplier relationships to acquire merchandise at significant discounts. The Company has no exclusive agreements with any suppliers or contractual obligations to purchase from certain suppliers.

- How the Company sells: The Company sells the same products from a centralized inventory through its three channels, the gocart.city online brand, the brick and mortar Grocery Originals brand, and the Cuore Food Services brand.

The Company believes its value proposition has broad appeal with value-minded customers across all income levels, demographics and geographies. The Company believes that its sustained focus on delivering ever-changing value deals will generate strong customer loyalty and brand affinity. The Company believes that its broad customer appeal supports new store growth opportunities, and it plans to continue to expand its reach to additional customers and geographies across Canada.

The performance of the Company's business during the COVID-19 pandemic illustrates the flexibility of its model as the Company was able to meet heightened demand with an assortment of products that met customer preferences. The Company is still in the early stages of its development but believes it has a scalable business with relatively low corporate fixed costs, providing certain protection in the event of an economic downturn. The Company launched the business in harsh business conditions and has sought to put in place processes and to apply a business model that supports the scaling of the business both upwards and downwards. Furthermore, while to date the Company has no contracts or agreements in place with respect to university students, the Company is seeking to work with Ontario universities to support their students' groceries requirements, which, in the event such an agreement is executed, the Company believes would further protect its business in the event of an economic downturn.

The Company has increased its revenue in its grocery business as a result of an online social media campaign, which was carried on by SRAX. The social media campaign has targeted consumers, businesses and universities through direct brand awareness campaigns. The table below notes the dates upon which the Company contracted with SRAX and the revenue that resulted from these social media campaigns.

Date of SRAX contract	Fair value of Common Stock/ Series C Stock issued for contract	Quarter	Quarterly revenue
		F2020 Q1	*$0*
May 7, 2020	*$200,000*	*F2020 Q2*	*$7,993*
		F2020 Q3	*$54,838*
October 7, 2020	*$542,857*	*F2020 Q4*	*$96,194*
		F2021 Q1	*$189,157*
June 24, 2021	*$1,153,571*	*F2021 Q2*	*$174,774*
		F2021 Q3	*$241,417*
		F2021 Q4	*$324,748*

The Company expects that the Platform Account Agreement with SRAX is sufficient to fund the Company's marketing objectives, as SRAX acts as the influencer/business development manager of the Company. The Company expects the pre-paid credit with SRAX will be sufficient for the next twelve months, and will fund all expected marketing costs during such time.

Products

The Company categorizes the varieties of products it sells as perishable and non-perishable. Perishable product categories include produce, meat, deli, bakery, and dairy and dairy alternatives. Non-perishable product categories include grocery/dry-goods, and frozen foods.

While the Company focuses on providing an abundant and affordable offering of online consumer grocery delivery through its gocart.city online platform, and the sale of wholesale dry goods and produce to other businesses through Cuore Food Services, its Grocery Originals store enables customers to have a full physical grocery shopping experience: packaged groceries, meat, deli, dairy and dairy alternatives, bulk items, baked goods, frozen foods, and natural and organic produce. The Company also believes each of its three branches of business provides high-quality, value-oriented offerings for its customers which it continuously refines with its customers' preferences in mind to provide more convenient options.

Fresh, Natural and Organic Foods

The Company continues to enhance its product offerings with fresh, natural, and organic foods.

- Foods are generally considered fresh if they are minimally processed or in their raw state not subject to any type of preservation or freezing. Natural foods can be broadly defined as foods that are minimally processed and are free of synthetic preservatives, artificial sweeteners, colors, flavors and other additives, growth hormones, antibiotics, hydrogenated oils, stabilizers and emulsifiers.
- Natural foods are largely or completely free of non-naturally occurring chemicals and are as near to their whole, natural state as possible.
- Organic foods refer to the food itself as well as the method by which it is produced. In general, organic operations must demonstrate that they are protecting natural resources, conserving biodiversity, and using only approved substances.

Sales, Distribution and Growth Strategy

The Company plans to continue to drive sales growth and profitability by maintaining a relentless focus on its value proposition and executing on the following strategies:

- Marketing. The Company plans on utilizing and leveraging its agreement with SRAX, Inc. and Adfuel Media Inc. to market its grocery delivery application and services and expand its footprint in the Ontario region and beyond as its customer base grows.
- Drive Comparable Sales Growth. The Company expects that its compelling value proposition will continue to attract new customers, drive repeat visits, increase basket sizes and, as a result, generate strong comparable store sales growth.
- Deliver More Value Deals and Expand Its Offerings. The Company intends to drive traffic and increase its percentage of a customer's total spending on a specified product that the Company offers by further leveraging the Company's purchasing model to obtain products at a favourable price. The Company continues to deepen existing relationships and develop new supplier relationships to ensure that it is the preferred partner and the first call for opportunistic inventory thereby offering greater value and variety to customers.
- Support in Enhancing the Customer Experience. The Company continues to implement operational initiatives to support online and offline operations in enhancing its customer experience. The Company develops and improves tools that provide management with meaningful findings that result from analyzing data on sales, margin and customer behavior, enabling them to further grow its business. The Company seeks to continuously improve its inventory planning tools to help management make better assortment decisions while reducing out-of-stock items and losses related to product markdowns, throwaways and theft (which is known as shrink).
- Increase Customer Awareness and Engagement. The Company's marketing strategy is focused on growing awareness, encouraging new customers to visit its online and offline stores and increasing engagement with all value-minded consumers. The Company's emphasis on digital marketing is enabling it to deliver specific and real-time information to its customers about the most compelling value deals at its online store through the Company's daily and weekly email alerts. The Company utilizes social media to increase its brand affinity and interact with customers more directly on a daily basis. Looking forward, the Company sees an opportunity to further personalize its digital communications to both increase engagement with its existing customers and introduce new customers to its stores.

- Execute on Expansion of Online Distributions Points. The Company believes the success of its online store's expansion across a broad range of geographies, population densities and demographic groups creates a significant opportunity to profitably increase its distribution points. The Company's goal is to expand its online distribution points.
- Implement Productivity Improvements to Reinvest in the Company's Value Proposition. The Company's seasoned management team has a proven track record of growing its business while maintaining a disciplined cost structure. The Company has implemented and will continue to identify and implement productivity improvements through both operational initiatives and system enhancements, such as category assortment optimization, improved inventory management tools and greater purchasing specialization. The Company intends to reinforce its value proposition and drive further growth by reinvesting future productivity improvements into enhanced buying and selling capabilities.

Competitive Conditions

The Company operates in a dynamic and competitive market. Other national and regional food distribution companies, along with non-traditional competitors, such as mass merchandisers, warehouse clubs, and online retailers, represent a competitive risk to the Company's ability to attract customers and operate profitably. The businesses the Company considers to be its main competitors are Loblaw Companies Limited, Sobeys Inc., Metro Inc. and Walmart Inc.

The Company will experience competition from other local grocery businesses and established chains, including well-capitalized chains or franchisors who have liquid capital available for expansion, that can utilize their existing operations as well as their financial, technological, marketing and personnel resources and high brand name recognition and awareness.

The Company's indirect competition comes from other businesses in the supermarkets and grocery stores industry, and those that specialize in groceries and those that do not. The Company's direct competitors include other grocery stores, quick service pickup and delivery grocery businesses in the associated area. Additionally, sales of groceries at other Canadian grocery stores may significantly impact the sales from the Company's business.

Food Safety and Government Regulation

The Company works to ensure that the proper food safety regulations are met in its market and at the store level. The Company has food safety procedures and programs which address safe food handling and preparation standards. Similarly, Canadian standards and regulations are strictly followed, supported by robust internal policies and procedures to help mitigate risk along with a comprehensive reporting and follow up system is in place to quickly manage and contain any incidents.

Currently in Canada, the following food safety requirements are currently in place:

Cleaning and preparation

- Clean the food thermometer in warm, soapy water before each use.
- Always wash hands before and after handling food.
- Plates or utensils used to handle raw food should be washed thoroughly after each use.
- Use paper towels to wipe kitchen surfaces, or change dishcloths daily. Avoid using sponges, as they are harder to keep bacteria-free.
- Sanitize countertops, cutting boards, and utensils before and after preparing food.
- Cold food should be kept cold and hot food kept hot, so that the food never reaches the "temperature danger zone" where bacteria can grow quickly and cause food poisoning.
- Wash hands with regular soap or an alcohol-based hand rub if soap and water are not available.
    - Wash with warm, soapy water for at least twenty seconds.
    - Washing is especially important before and after handling raw meat, poultry, fish or seafood. Also wash hands after handling pets, changing diapers and using the bathroom.
- Use separate cutting boards for produce and raw meat, poultry, fish and seafood.
- Plate or utensils used to handle raw food should be washed thoroughly with soap before reuse.

- Use paper towels to wipe kitchen surfaces. Otherwise, change dishcloths daily to avoid the risk of cross-contamination and the spread of bacteria.
  - Avoid using sponges, as they are harder to keep bacteria-free.
- Sanitize countertops, cutting boards and utensils before and after preparing food. Use a kitchen sanitizer (as directed) or a bleach solution (5 milliliters, or mL, bleach to 750 mL of water). Rinse all items carefully with water.
- Wash fresh fruit and vegetables with potable water before use. Use a vegetable brush on produce that have a firm skin (examples: carrots and melons).
  - Do not use soap to wash produce.
  - Wash produce under running water instead of soaking it in the sink. Bacteria in the sink could be transferred to the food.

Temperature

Following the temperature guidelines below can help to prevent food from reaching the "temperature danger zone" where bacteria can grow quickly and cause food poisoning:

- Set the refrigerator at 4°C(40°F) or lower and the freezer at -18°C(0°F) or lower. Bacteria can grow quickly under the right conditions. The temperature danger zone for food is between 4°C(40°F) to 60°C(140°F).
- Keep raw meat, poultry, fish and seafood cold. Refrigerate or freeze them as soon as possible or within two hours.
- Keep raw meat, poultry, fish and seafood separate from other food in the refrigerator. Store them in different containers.
- Place raw meat, poultry, fish and seafood in sealed containers or plastic bags. To keep raw juices from dripping on other food, store these items on the bottom shelf of the refrigerator.
- Store deli meats in the refrigerator and use them within four days or, preferably, two to three days after opening.
- Store washed, cut fruit and sliced vegetables in the refrigerator.
- Cook raw meat, poultry, fish, and seafood no more than two to three days after purchasing.

Cooking

Following the below guidelines to ensure food is cooked properly and safe to eat can help prevent harmful bacteria such as E. coli, salmonella and listeria:

- Cook food completely, using a clean thermometer to measure the temperature. Health Canada sets specific guidelines for safe internal cooking temperatures and the proper way of taking measurements to make sure that the food has been cooked to a safe internal temperature.
- Check the internal temperature of the thickest pieces of meat, poultry, fish or seafood because food can cook unevenly.
  - Insert the digital thermometer all the way to the middle, avoiding contact with bones.
  - For hamburgers, insert the digital thermometer through the side of the patty, all the way to the middle.
- Before cooking fruit or vegetables, cut away any bruised or damaged areas, since harmful bacteria can thrive in these areas.
- Make sure that cooked foods don't come into contact with any food that hasn't been cooked.
- Keep hot foods at or above 60ºC (140°F). Bacteria can grow quickly in the temperature danger zone between 4°C to 60°C (40°F to 14s0°F).

Environmental Protections

The operation of the Company's business has no extraordinary environmental protection requirements. As a result, the Company does not anticipate that any environmental regulations or controls will materially affect its business.

Employees and Specialized Skill and Knowledge

As at the date of this Prospectus, the Company has eight (8) employees. Management is committed to retention and training to ensure that its most talented employees are promoted from within the organization, all as part of its overall recruitment and selection process to fill management positions as the need arises.

In addition, the Company relies heavily on its officers and directors, as well as its professional advisors. The loss of their services may have a material adverse effect on the Company and its future prospects. There can be no assurance that any one or all of the officers and directors of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors.

The Company is dependent upon the continued support and involvement of a number of key management personnel and outside contractors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of outside contractors. The Company does not have in place formal programs for succession and training of management. The loss of one or more of these key employees or contractors, if not replaced, could adversely affect the Company's business, results of operations and financial condition. The Company does not currently anticipate engaging other contractors over the next twelve months.

Recruiting and retaining qualified personnel will be critical to the Company's success. The number of persons skilled in handling food allergies and common food service practices is limited and competition for such persons can be high. As the Company's business activity grows, the Company will require additional key financial and administrative personnel as well as additional staff. There is no assurance that the Company will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its store operations could be impaired, which could have an adverse impact on its results of operations and financial condition.

Milestones

Mobile Application

Testing and debugging V2 mobile application

V2 of the gocart.city mobile application has been completed and will require testing and debugging, with refinements and additional features being made to the mobile application. Testing and debugging of the V2 mobile application commenced in calendar Q1 2022 and the Company plans to accomplish the following:

- Simplifying and streamlining various screens on the application, including forms, activities, and visualizations;
- Establish a dashboard for users to review their activities;
- Develop a recommendation engine to suggest products to users;
- Integrate and pilot data collection tools that leverage existing hardware features that exist on many smartphones in the market, such as geolocation data. The Company intends to use this data to gain a better understanding of users location and how they interact with the mobile application; and
- Further development of content, including additional activities.

The cost of this milestone will be dependent on engineering time spent. The Company estimates the total cost to complete this objective to be $2,000.

This timeline is based on certain material factors and assumptions, including: i) the Company's continued relationship with its development team; ii) there are no unforeseen technological challenges; and iii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e geolocation, etc.).

Version numbers are used as an identifier on the Apple and Android store. When new features are added the versions are used as a reference to the user to know if they are using the latest version.

See "*Use of Available Funds - Business Objectives*"

Development of further functionality of the Mobile Application

The Company will consider user behaviour and plans to expand the functionality and features of the mobile application on an on-going basis going forward. The Company commenced such action in calendar Q1 of 2022:

The timeline for such development commenced in calendar Q2 of 2022 and the Company anticipates this milestone to continue for twelve (12) months. During the course of these twelve (12) months, the Company will continually review the mobile application functionality against user trends and feedback, with further mobile application design based off of real-use data. The full scope of the project relating to further development of functionality of the mobile application is presently unknown, as the Company plans to review and analyze user trends and feedback in real time following the launch of V2 of the mobile application. The Company has engaged a third party developer for this purpose.

Completion of this milestone in the timeline indicated is based on certain material factors and assumptions, including: i) there are no unforeseen technological challenges in implementing mobile application features and functionality; and ii) no adverse changes to mobile operating systems that would prevent the Company from accessing certain hardware modules (i.e. geolocation, etc.). Each of these assumptions involves known and unknown risks, including risks inherent in third party contracts and technology changes, as well as those additional risk factors set out under "*Risk Factors*".

See "*Use of Available Funds - Business Objectives*"

Operations and Logistics

Add more delivery trucks and expand delivery area

This objective includes the Company obtaining more distribution points to expand the reach of its online store.

Sales and Marketing

Marketing campaigns launch via extensive digital marketing promotions

This objective includes the cost of hiring an agency to manage the Company's campaigns, and monthly promotional marketing spent on: Instagram, Facebook, and Display networks. These campaigns commenced in calendar Q2 2020, and will be recurring as the Company continues its marketing and advertising efforts. The Company will allocate funds under this milestone as the Company's business progresses and as it deems appropriate, and as such, the anticipated use of available funds earmarked for this milestone may be reduced or adjusted accordingly. These statements and the timeline are based on the following material factors and assumptions: i) the continuation of product sales by gocart.city; ii) social media continues to be a channel through which the Company can acquire customers at a sufficiently low cost; and iii) no changes to the terms of use on these social media platforms that preclude the Company from engaging in such promotional activities.

See "*Use of Available Funds - Business Objectives*".

Hire influencer marketing/business development manager to execute marketing campaigns

This objective includes the cost of hiring a manager to oversee and execute the Company's influencer marketing campaigns. These costs commenced in calendar Q2 2020, and will be recurring as the Company continues its marketing and advertising efforts. This statement and timeline is based on the following material factors and assumptions: i) the commencement of product sales commencing Q2 2020; ii) influencer marketing continues to be a channel through which the Company can acquire customers at a sufficiently low cost; and iii) qualified personnel exist and can be identified for the business development manager role, and are willing to enter into arrangements favourable to the Company.

See "*Use of Available Funds - Business Objectives*".

Drive marketing campaigns across colleges and universities to support student purchases

This objective includes the cost of marketing the campaigns via social media, press and media outlets, partnerships with press release companies, and partnerships with influencers. These costs commenced in calendar Q2 2020, and will be recurring as the Company continues its marketing and advertising efforts. This statement and timeline are based on the following material factors and assumptions: i) the continued availability of personnel to manage these campaigns; and ii) influences exist and can be identified, and are willing to enter into arrangements favourable to the Company.

Each of the assumptions listed under the heading "Sales and Marketing" involves known and unknown risks, including risks related to regulatory approvals, third party contract risks, product sales/demand risks, ability to contract with third parties, including risks associated with partnering with influencer or third parties, as well as those additional risk factors set out under "*Risk Factors*".

See "*Use of Available Funds - Business Objectives*".

USE OF AVAILABLE FUNDS

This is a non-offering Prospectus, and accordingly the Company is not raising any funds in conjunction with this Prospectus.

Funds Available

The funds expected to be available to the Company excluding any revenues generated by the Company, are as follows:

Source of Funds	Amount ($)
Working capital(1)	$437,652
Line of Credit(2)	$595,000
Expected contribution from sales (sales less cost of goods sold)(3)	$156,000
Total Sources of Funds	**$1,188,652**

Notes:

(1) Unaudited estimate as at March 31, 2022, including $852,336 of current assets ($279,082 of cash; $167,200 of accounts receivable, net; $114,059 of inventory; and $291,995 of prepaid expense) and $414,684 of current liabilities ($385,269 of accounts payable and accrued liabilities; $14,828 due to a related party; $6,103 of notes payable; and $8,484 of right-of-use liability).

(2) The Company entered into the Line of Credit on April 14, 2022 pursuant to which up to CAD$750,000 is available to be borrowed by the Company. See "*Three Year History – 2021 and 2022*" and "*Material Contracts*".

(3) The Company expects revenue to grow at 2% a month in 2022 (the actual revenue growth in 2021 was 485%). In addition, the Company expects the gross margin in 2022 to be 10.5% (the actual gross margin 2021 was 10.5%). See "*Forward-Looking Information*" and "*Future-Oriented Financial Information*".

Principal Purposes

The Company anticipates using the available funds for the following principal purposes for the next twelve months:

Principal Purposes	Estimated Expenditure ($) Cash
Estimated Remaining Prospectus costs (1)	$50,000
Mobile application development(2)	$2,000
Operations and Logistics(3)	$79,000
Sales and Marketing(4)	$292,000
Salaries and benefits(5)	$198,000
Occupancy	$77,000
Advertising	$51,000

Design	$14,000
Management and consulting fees(6)	$94,000
General and Administrative(7)	$289,000
Unallocated Working Capital	$42,652
Total Estimated Expenditures	**$1,188,652**

Notes:

(1) Includes legal, accounting, and regulatory expenses.

(2) See "*Business Objectives and Milestones*".

(3) Costs consistent with 2021 costs ($37,000) plus an additional $40,000 for additional delivery trucks. See "*Business Objectives and Milestones*".

(4) Prepaid expense for advertising paid with $292,000 Series C Convertible Preferred Stock, pursuant to the Platform Account Agreement with SRAX. The Company expects that the Platform Account Agreement with SRAX is sufficient to fund the Company's marketing objectives for the next twelve months, and will fund all expected marketing costs during such time.

(5) The Company has entered into binding enforceable agreements with each of Messrs. Nadav Elituv, Philip Clark, Piero Manzini, Ryan Wilson, Steven Gryfe, and Bradley Southam, each dated February 4, 2022, pursuant to which such persons have each agreed with the Company that any compensation, fees and/or other amounts owing or payable by the Company to such persons can be payable in, at the sole discretion of the Company, either cash or in shares of the Company, at a deemed price per share equal to the fair market value of such shares as determined by the Company acting reasonably. See "*Risk Factors – Equity Compensation*". The underlying assumptions upon which the expected costs of salaries and benefits are based are: (i) management of the Company will continue to accept stock for compensation in 2022 similar to 2021; and (ii) cash paid to other employees are expected to be no more than $198,000 in 2022, representing an expected increase of $160,374 from 2021, based on the Company currently having six employees that are paid in cash. See "*Forward-Looking Information*" and "*Future-Oriented Financial Information*".

(6) The underlying assumptions upon which the expected consulting expenses are based are: (i) a large portion of the $215,719 paid to consultants in 2021 were non-recurring start-up costs; (ii) consultants will continue to accept stock for compensation in 2022 similar to 2021; (iii) for 2022 the Company has engaged consultants to assist the Company with inventory processes and logistics, bookkeeping, and marketing, which is expected to require cash payments of approximately $7,500 per month; and (iv) some consultants engaged in 2021 have been hired as employees and are included in salaries and benefits for 2022. The Company does not currently anticipate engaging additonal contractors over the next twelve months. See "*Forward-Looking Information*" and "*Future-Oriented Financial Information*".

(7) See "*Estimated General and Administrative Expenses for the Next Twelve Months*".

Estimated General and Administrative Expenses for the Next Twelve Months

The estimated general and administrative expenses of the Company for the next twelve months are an aggregate of $289,000. An estimated breakdown of these expenses is as follows:

Item	Yearly ($)
Accounting and audit fees	$75,000
Office costs	$65,000
Legal fees	$10,000
Corporate and shareholder communication	$9,000
Transfer Agent, Stock Exhcnage and regulatory filing fees	$111,000
Insurance	$9,000
Travel	$10,000
Total:	**$289,000**

The Company intends to spend its available funds as stated in this Prospectus. There may be circumstances, where for sound business reasons, a reallocation of funds may be necessary. See "*Business Objectives and Milestones*".

During the last financial year the Company had negative operating cash flow because its revenues did not exceed its operating expenses. In addition, as a result of the Company's business plans for the development of its products and services, the Company expects cash flow from operations to be negative until revenues improve to offset its operating expenditures. The Company's cash flow from operations may be affected in the future by expenditures incurred by the Company to continue to develop its products and services. The amounts set out above for use as working capital may be used to offset this anticipated negative operating cash flow. See "*Risk Factors*".

Business Objectives and Milestones

The Company expects to accomplish the following objectives or milestones using the funds available: "*See Description of the Business – Narrative Description of the Business – Milestones*".

BUSINESS OBJECTIVES[(1)(2)]	MILESTONE LAUNCH[(3)]	ESTIMATED COST
Mobile Application[(4)] *Milestones are stand alone and not predicated on each other.* • Testing and debugging V2 mobile application	Q2 2022	$2,000
Total Mobile Application Development:		*$2,000*
Operations and Logistics[(5)] *Milestones are stand alone and not predicated on each other.* • Add more delivery trucks	Q2 2022 to Q4 2022	$40,000
Total Operations and Logistics:		*$40,000*
Sales and Marketing *Milestones are stand alone and not predicated on each other.* • Series C Convertible Preferred Stock prepaid expense for advertising[(6)]	Q2 2022 to Q4 2022	$292,000
Total Sales and Marketing:		*$292,000*

Notes:

(1) There may be circumstances where, for sound business reasons, the Company reallocates funds or determines not to proceed with a milestone.

(2) See further details on each milestone, as well as certain assumptions and factors relating to and underlying such milestones, below under "*Description of the Business – Narrative Description of the Business – Milestones*".

(3) Based on calendar year. Estimated completion date. See "*Description of the Business – Narrative Description of the Business – Milestones* ".

(4) V1 of the mobile application was completed in June 2020. The Company is completing V2 of the mobile application, and it is estimated that the costs of completion of V2 will be approximately $2,000.

(5) The Company expects that this amount will be sufficient to outsource deliveries, as it has determned that deliveries can be outsourced at less than $10 per delivery. The determination to outsource deliveries is based on a number of factors, including, without limitation, the cost of leasing vehicles and hiring employees, and paying for insurance coverage. The Company does not have immediate plans to obtain more distribution points or expand the delivery area as its current plans are to outsource using a delivery service.

(6) Advertising includes marketing campaigns launch via extensive digitalmarketing promotions; hiring influencer marketing/business developmentmanager to execute marketing campaigns; and driving marketing campaigns across display and social platforms. The Company expects that the Platform Account Agreement with SRAX is sufficient to fund the Company's marketing objectives, as SRAX acts as the influencer/business development manager of the Company. The Company expects the pre-paid credit with SRAX will be sufficient for the next twelve months, and will fund all expected marketing costs during such time.

DIVIDEND POLICY

The Company has not declared any cash dividends or distributions for any of its securities and no such dividends or distributions are contemplated for the current financial period. As of the date of this Prospectus, there are no restrictions that prevent the Company from paying dividends on its Common Shares. The Company has neither declared nor paid any dividends on its shares and it is not contemplated that the Company will pay dividends in the immediate or foreseeable future. The Company currently intends to retain future earnings, if any, to finance the expansion of its business and does not anticipate paying dividends in the foreseeable future. Any future decision to pay dividends on the Common Shares will be made by the Board on the basis of the earnings, financial requirements and other conditions existing at such time.

FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's management's discussion and analysis of operations and financial position and outlook as at and for the audited consolidated financial statements of the years ended December 31, 2021 and December 31, 2020. including the related notes thereto, are included in this Prospectus as Schedule A and to which the management's discussion and analysis of the Company relates.

Certain information included in the management's discussion and analysis of the Company is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Caution Regarding Forward-Looking Statements*" for further detail.

DESCRIPTION OF SECURITIES

Common Shares

The Company has an authorized capital of twelve billion (12,000,000,000) Common Shares at no par value. As at the date hereof, the Company has 7,010,000,000 Common Shares issued and outstanding.

The holders of Common Shares are entitled to one vote per share. The Company's certificate of incorporation does not provide for cumulative voting. The holders of Common Shares are entitled to receive ratably such dividends, if any, as may be declared by the board of directors out of legally available funds. However, the current policy of the board of directors is to retain earnings, if any, for operations and growth. Upon liquidation, dissolution or winding-up, the holders of Common Shares are entitled to share ratably in all assets that are legally available for distribution. The holders of Common Shares have no preemptive, subscription, redemption or conversion rights.

In the event of any merger or consolidation with or into another company in connection with which shares of the Company's Common Shares are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of the Company's Common Shares will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash). The holders of the Company's Common Shares have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to its Common Shares.

Preferred Stock

The certificate of incorporation of the Company provides for a class of its authorized stock known as preferred stock, comprised of one million (1,000,000) shares, $0.001 par value, issuable from time to time in one or more series.

Series A Convertible Preferred Stock

The Company has an authorized capital of two hundred thousand (200,000) shares as Series A Convertible Preferred Stock ("**Series A Stock**") with a par value of $0.01 per share. Each share of Series A Stock is convertible into one thousand (1,000) Common Shares of the Company. Series A Stock is non-voting.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of this stock shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Preferred Stock an amount equal to the holder's pro rata share of the assets and funds of the Company to be distributed, assuming their conversion of Preferred Stock to Common Shares and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders shall be distributed among the holders ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

Series B Convertible Preferred Stock

The Company has an authorized capital of one hundred thousand (100,000) shares as Series B Convertible Preferred Stock ("**Series B Stock**") with a par value of $0.01 per share. After a one year holding period, each share of Series B Stock is convertible at the option of the holder into one thousand (1,000) Common Shares of the Company. Series B Stock is non-voting.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of this stock shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Preferred Stock an amount equal to the holder's pro rata share of the assets and funds of the Company to be distributed, assuming their conversion of Preferred Stock to Common Shares and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders shall be distributed among the holders ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

Series C Convertible Preferred Stock

The Company has an authorized capital of thirty thousand (30,000) shares as Series C Convertible Preferred Stock ("**Series C Stock**") with a par value $0.0001 per share. Each share of Series C Stock has a liquidation value of $100, as adjusted for any stock splits, stock dividends, recapitalizations, or similar transaction with respect to the Series C Stock. Series C Stock (and any accrued and unpaid dividends) is convertible into Common Shares of the Company at the option of the holder at any time six months after the date of issuance at a conversion price of $0.002 per share, subject to any adjustment to conversion price and number of conversion shares including, but not limited to, a reverse split or forward stock split of the outstanding Common Shares of the Company, and on conversion, will receive an aggregate number of Common Shares as is determined by dividing the liquidation value of $100 per share by the conversion price. Furthermore, Series C Stock will automatically convert on the second anniversary date of its issuance. Series C Stock are non-voting.

In the event of any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of this shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment shall be made to the holders of junior securities by reason of their ownership, an amount in cash equal to the aggregate liquidation value of all shares held by such holder, plus all unpaid accrued and accumulated dividends on all such shares. If upon liquidation, the assets of the Company for distribution are insufficient to pay the holders of this stock, such holders shall share ratably in any distribution of the remaining assets and funds of the Company in proportion to the respective full preferential amounts which would otherwise by payable in respect of Series C Stock in the aggregate of such liquidation, and the Company shall not make or agree to make any payments to the Holders of junior securities.

Series D Convertible Preferred Stock

The Company has an authorized capital of two hundred thousand (200,000) shares as Series D Convertible Preferred Stock ("**Series D Stock**") with a par value of $0.001 per share. After a six-month holding period, each share of Series D Stock is convertible at the option of the holder into one hundred (100) Common Shares of the Company. Series D Stock is non-voting.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of this stock shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Preferred Stock an amount equal to the holder's pro rata share of the assets and funds of the Company to be distributed, assuming their conversion of Preferred Stock to Common Shares and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders shall be distributed among the holders ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

CONSOLIDATED CAPITALIZATION

The following table summarizes capitalization of the Company as at the date of this Prospectus.

Description	Authorized	Outstanding as at the date of this Prospectus
Common Shares	12,000,000,000	7,010,000,000
Preferred Stock	1,000,000	271,000 (convertible into 725,000,000 Common Shares)
Series A Convertible Preferred Stock	200,000	200,000 (convertible into 200,000,000 Common Shares)
Series B Convertible Preferred Stock	100,000	21,000 (convertible into 21,000,000 Common Shares)
Series C Convertible Preferred Stock	30,000	10,000 (convertible into 500,000,000 Common Shares)
Series D Convertible Preferred Stock	200,000	40,000 (convertible into 4,000,000 Common Shares)

The following table sets forth the share and loan capital of the Company as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Company's audited financial statements for the fiscal years ended December 31, 2021 and 2020.

	Authorized Capital	Outstanding as of December 31, 2021	Outstanding as of the date of this Prospectus
Common Shares	12,000,000,000	6,000,000,000 common shares	7,010,000,000 common shares
Preferred Shares	1,000,000(1)	189,500 shares of Series A Convertible Preferred Stock, 21,000 shares of Series B Convertible Preferred Stock, 10,000 shares of Series C Convertible Preferred Stock and 40,000 shares of Series D Convertible Preferred Stock	200,000 shares of Series A Convertible Preferred Stock, 21,000 shares of Series B Convertible Preferred Stock, 10,000 shares of Series C Convertible Preferred Stock and 40,000 shares of Series D Preferred Stock
Warrants	Nil	Nil	Nil
Stock Options	N/A	Nil	Nil
Non-redeemable convertible notes, net	N/A	$517,717	$442,249
Notes payable	N/A	$6,103	$6,103
Promissory notes	N/A	$210,527	$210,527
Right-of-use liability	N/A	$33,612	$31,522

Notes:

(1) 200,000 of the Preferred Shares have been designated as Series "A", 100,000 of the Preferred Shares have been designated as Series "B", 30,000 of the Preferred Shares have been designated as Series "C", and 200,000 of the Preferred Shares have been designated as Series "D".

Non-Redeemable Convertible Securities

On January 8, 2018, the Company entered into a Side Letter Agreement ("**S. Turk Note 1**") with 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 S. Turk Note 1 was $244,065 with a face value of $292,878 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed for Stuart Turk to secure a portion of Company assets up to two hundred (200%) of the face value of S. Turk Note 1. The outstanding face value of S. Turk Note 1 would increase by twenty percent (20%) on each one-year anniversary until it has been paid in full. During the year ended December 31, 2021, the Company elected to convert $286,957 of principal and interest into 2,869,570,627 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $7,693,428 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 $84,069 and $70,291 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $217,457 (face value of $217,457 less $0 unamortized discount) and $420,344 (face value of $420,344 less $0 unamortized discount), respectively.

On April 12, 2018, the Company entered into a Side Letter Agreement ("**J. Turk Note 1**") with Jordan Turk to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $45,000 issued by the Company during the period of March 19, 2018 to April 12, 2018. The issue price of J. Turk Note 1 was $45,000 with a face value of $54,000 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it may convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Jordan Turk to secure a portion of Company assets up to two hundred (200%) of the face value of J. Turk Note 1. The outstanding face value of J. Turk Note 1 would increase by twenty percent (20%) on each one-year anniversary until it has been paid in full. During the year ended December 31, 2021, the Company elected to convert $90,048 of principal and interest into 900,480,000 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $2,918,242 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 $15,008 and $12,840 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $0 and $75,040 (face value of $75,040 less $0 unamortized discount), respectively. This Note has been paid in full.

On May 10, 2018, the Company entered into a Side Letter Agreement ("**J. Turk Note 2**") with 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 J. Turk Note 2 was $35,000 with a face value of $42,000 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it could convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Jordan Turk to secure a portion of Company assets up to two hundred percent (200%) of the face value of J. Turk Note 2. The outstanding face value of J. Turk Note 2 would by twenty percent (20%) on each one-year anniversary until it has been paid in full. During the year ended December 31, 2021, the Company elected to convert $40,100 of principal and interest into 401,000,000 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $846,100 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 $12,096 and $10,080 for the year ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $32,476 (face value of $32,476 less $0 unamortized discount) and $60,480 (face value of $60,480 less $0 unamortized discount), respectively.

On September 13, 2018, the Company entered into a Side Letter Agreement ("**J. Turk Note 3**") with 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 to September 13, 2018. The issue price of J. Turk Note 3 was $40,000 with a face value of $48,000 and had an original maturity date of December 31, 2018 which was subject to automatic renewal. On June 29, 2021, the Company and Jordan Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it could convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Jordan Turk to secure a portion of Company assets up to two hundred percent (200%) of the face value of J. Turk Note 3. The outstanding face value of J. Turk Note 3 would increase by twenty percent (20%) on each one-year anniversary until it has been paid in full. The consolidated statement of operations includes interest expense of $13,824 and $11,520 for the year ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $82,944 (face value of $82,944 less $0 unamortized discount) and $69,120 (face value of $69,120 less $0 unamortized discount), respectively.

On January 31, 2019, the Company entered into a Side Letter Agreement ("**S. Turk Note 2**") 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 S. Turk Note 2 was $106,968 with a face value of $128,362 and had an original maturity date of December 31, 2019 which was subject to automatic renewal. On June 29, 2021, the Company and Stuart Turk entered into an Agreement to change the original maturity date to December 31, 2025. At the option of the Company, it could convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This allowed Stuart Turk to secure a portion of Company assets up to two hundred percent (200%) of the face value of S. Turk Note 2. The outstanding face value of S. Turk Note 2 would increase by twenty percent (20%) on each one-year anniversary of the Note until the Note has been paid in full. The consolidated statement of operations includes interest expense of $30,807 and $25,672 for the year ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $184,841 (face value of $184,841 less $0 unamortized discount) and $154,034 (face value of $154,034 less $0 unamortized discount), respectively.

On January 31, 2019, the Company entered into a Side Letter Agreement with The Cellular Connection Ltd. to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $20,885 issued by the Company during the period of January 23, 2018 to October 16, 2018. The issue price of the Note was $20,885 with a face value of $25,062 and had an original maturity date of December 31, 2019 which was subject to automatic renewal. On September 30, 2019, the Company and The Cellular Connection Ltd. entered into an Agreement to change the original maturity date of the Note to December 31, 2021. At the option of the Company, it could convert principal and interest at a fixed conversion price of $0.0001 per share of the Company's Common Shares. This Note has been paid in full.

Delaware Anti-Takeover Laws

Section 203 of Delaware General Corporation Law provides state regulation over the acquisition of a controlling interest in certain Delaware corporations unless the articles of incorporation or bylaws of the Company provide that the provisions of this section do not apply. The Company's articles of incorporation and bylaws do not state that these provisions do not apply. The statute creates a number of restrictions on the ability of a person or entity to acquire control of a Delaware company by setting down certain rules of conduct and voting restrictions in any acquisition attempt, among other things. The statute is limited to Delaware corporations that have a class of voting stock that is listed on a national stock exchange or that have two thousand or more shareholders unless any of the foregoing results from action taken, directly or indirectly, by an interested shareholder for form a transaction in which a person becomes an interested shareholder. Because of these conditions, the statute currently does not apply to the Company.

PRIOR SALES

The following table summarizes details of the securities issued by the Company during the twelve-month period prior to the date of this Prospectus.

Date	Number/Type of Securities	Issue/Exercise Price per Security
October 1, 2020	19,000,000 Common Shares[(1)]	$0.00245
October 2, 2020	14,000,000 Common Shares[(1)]	$0.0025
October 5, 2020	3,000,000 Common Shares[(1)]	$0.0030
October 7, 2020	5,000 Series C Convertible Preferred Stock[(1)]	$108.5714

October 8, 2020	12,253,846 Common Shares(1)	$0.0040
October 16, 2020	9,000,000 Common Shares(1)	$0.0034
October 20, 2020	9,090,909 Common Shares(1)	$0.0027
October 21, 2020	9,000,000 Common Shares(1)	$0.0027
October 22, 2020	40,000,000 Common Shares(1)	$0.0023
October 26, 2020	9,200,000 Common Shares(1)	$0.0032
November 4, 2020	2,500,000 Common Shares(1)	$0.0027
November 5, 2020	25,490,000 Common Shares(1)	$0.0025
November 17, 2020	10,000,000 Common Shares(1)	$0.0022
November 25, 2020	16,000,000 Common Shares(1)	$0.0022
November 27, 2020	22,000,000 Common Shares(1)	$0.0021
November 30, 2020	23,500,000 Common Shares(1)	$0.0019
December 2, 2020	13,500,000 Common Shares(1)	$0.0019
December 9, 2020	6,500,000 Common Shares(1)	$0.0029
December 14 2020	20,000,000 Common Shares(1)	$0.0059
December 16, 2020	20,000,000 Common Shares(1)	$0.0032
December 17, 2020	14,000,000 Common Shares(1)	$0.0043
December 23, 2020	15,250,400 Common Shares(1)	$0.0034
January 6, 2021	34,500,000 Common Shares(1)	$0.0027
January 15, 2021	44,666,667 Common Shares(1)	$0.0033
January 19, 2021	33,955,556 Common Shares(1)	$0.0031
January 20, 2021	8,823,529 Common Shares(1)	$0.0030
January 22, 2021	35,000,000 Common Shares(1)	$0.0040
January 27 2021	20,000,000 Common Shares(1)	$0.0044
February 3, 2021	45,000,000 Common Shares(1)	$0.0038
February 10, 2021	20,000,000 Common Shares(1)	$0.0055
February 12, 2021	44,000,000 Common Shares(1)	$0.0065
February 16, 2021	30,000,000 Common Shares(1)	$0.0090
February 17 2021	20,000,000 Common Shares(1)	$0.0074
February 26, 2021	20,000,000 Common Shares(1)	$0.0071
March 1, 2021	2,500,000 Common Shares(1)	$0.0064
March 5, 2021	50,000,000 Common Shares(1)	$0.0041
March 8, 2021	20,000,000 Common Shares(1)	$0.0040
March 15, 2021	18,000,000 Common Shares(1)	$0.0039
March 16, 2021	15,050,000 Common Shares(1)	$0.0033
March 22, 2021	50,000,000 Common Shares(1)	$0.0036
March 23, 2021	37,000,000 Common Shares(1)	$0.0038
March 30, 2021	1,500,000 Common Shares(1)	$0.0029
March 31, 2021	30,000 Series A Convertible Preferred Stock(1)	$3.6667
April 6, 2021	32,000,000 Common Shares(1)	$0.0027
April 8, 2021	30,000,000 Common Shares(1)	$0.0032
April 9, 2021	30,000,000 Common Shares(1)	$0.0029
April 12, 2021	45,517,254 Common Shares(1)	$0.0030
April 15, 2021	34,000,000 Common Shares(1)	$0.0025
April 21, 2021	13,204,000 Common Shares(1)	$0.0025
April 22, 2021	30,000,000 Common Shares(1)	$0.0024
April 28, 2021	30,000,000 Common Shares(1)	$0.0023
May 14, 2021	37,000,000 Common Shares(1)	$0.0029
May 21, 2021	48,000,000 Common Shares(1)	$0.0027
May 26, 2021	50,000,000 Common Shares(1)	$0.0030
June 1, 2021	30,000,000 Common Shares(1)	$0.0024
June 2, 2021	25,000,000 Common Shares(1)	$0.00235
June 3, 2021	30,000,000 Common Shares(1)	$0.0023
June 7, 2021	40,000,000 Common Shares(1)	$0.0022
June 10, 2021	50,000,000 Common Shares(1)	$0.0022
June 14, 2021	103,500,000 Common Shares(1)	$0.0020
June 24, 2021	10,000 Series C Convertible Preferred Stock(1)	$115.3571
July 1, 2021	30,000 Series A Convertible Preferred Stock(1)	$3.6667
July 6, 2021	62,500,000 Common Shares(1)	$0.0019
July 9, 2021	40,000,000 Common Shares(1)	$0.0019
July 16, 2021	30,000,000 Common Shares(1)	$0.0021
July 19, 2021	35,000,000 Common Shares(1)	$0.0023
July 20, 2021	5,000,000 Common Shares(1)	$0.0029
July 21, 2021	60,000,000 Common Shares(1)	$0.0032

July 26, 2021	110,000,000 Common Shares(1)	$0.0025
July 27, 2021	50,000,000 Common Shares(1)(3)	$0.0000
July 28, 2021	55,000,000 Common Shares(1)	$0.0021
July 30 2021	70,000,000 Common Shares(1)	$0.0021
August 3, 2021	100,000,000 Common Shares(1)	$0.0022
August 6, 2021	70,000,000 Common Shares(1)	$0.0024
August 9, 2021	90,000,000 Common Shares(1)	$0.0028
August 11, 2021	92,000,000 Common Shares(1)	$0.0037
August 13, 2021	60,000,000 Common Shares(1)	$0.0040
August 17, 2021	70,000,000 Common Shares(1)	$0.0041
August 20, 2021	58,000,000 Common Shares(1)	$0.0038
August 23, 2021	70,000,000 Common Shares(1)	$0.0033
August 23, 2021	50,000,000 Common Shares(1)(3)	$0.0000
August 24, 2021	5,000,000 Common Shares(1)	$0.0027
August 25, 2021	15,000,000 Common Shares(1)	$0.0032
August 26, 2021	20,000,000 Common Shares(1)	$0.0030
August 26, 2021	97,000,000 Common Shares(1)	$0.0030
August 26, 2021	118,000,000 Common Shares(1)	$0.0030
August 27, 2021	23,684,211 Common Shares(1)	$0.0027
August 30, 2021	15,000,000 Common Shares(1)	$0.0023
August 30, 2021	24,511,111 Common Shares(1)	$0.0023
September 1, 2021	60,000,000 Common Shares(1)	$0.0026
September 1, 2021	8,000 Series D Convertible Preferred Stock(2)	$19.8326
September 3, 2021	78,000,000 Common Shares(1)	$0.0028
September 7, 2021	220,000,000 Common Shares(1)	$0.0037
September 7, 2021	8,000 Series D Convertible Preferred Stock(2)	$19.7965
September 9, 2021	100,000,000 Common Shares(1)	$0.0036
September 13, 2021	130,000,000 Common Shares(1)	$0.0040
September 13, 2021	4,000 Series D Convertible Preferred Stock(2)	$19.7385
September 14, 2021	125,000,000 Common Shares(1)(3)	$0.0000
September 13, 2021	4,000 Series D Convertible Preferred Stock(2)	$19.7373
September 15, 2021	100,000,000 Common Shares(1)	$0.0034
September 17, 2021	135,000,000 Common Shares(1)	$0.0033
September 17, 2021	16,000 Series D Convertible Preferred Stock(2)	$19.6294
September 20, 2021	272,480,000 Common Shares(1)	$0.0030
September 27, 2021	77,000,000 Common Shares(1)	$0.0029
September 30, 2021	5,000,000 Common Shares(1)	$0.0024
September 30, 2021	30,000 Series A Convertible Stock	$3.2500
October 4, 2021	125,000,000 Common Shares(1)	$0.0028
October 18, 2021	50,000,000 Common Shares(1)	$0.0027
October 20, 2021	197,000,000 Common Shares(1)	$0.0025
October 21, 2021	160,000,000 Common Shares(1)	$0.0024
November 15, 2021	265,000,000 Common Shares(1)	$0.0026
November 15, 2021	120,000,000 Common Shares(1)	$0.0026
November 15, 2021	69,500 Series A Convertible Stock(1)	$3.5197
November 15, 2021	17,000 Series B Convertible Stock(1)	$2.5941
November 29, 2021	25,000,000 Common Shares(1)(3)	$0.0000
December 1, 2021	38,461,539 Common Shares(1)	$0.0017
December 2, 2021	29,000,000 Common Shares(1)	$0.0014
December 7, 2021	288,570,627 Common Shares(1)	$0.0008
January 10, 2022	530,000,000 Common Shares(1)	$0.0008
January 26, 2022	230,000,000 Common Shares(1)	$0.0007
February 15, 2022	250,000,000 Common Shares(1)	$0.0004
March 26, 2022	10,500 Series A Convertible Stock(1)	$0.4000

Notes:

(1) The Series A Convertible Preferred Shares, Series B Convertible Preferred Shares, Series C Convertible Preferred Shares and Common Shares were issued for services, settlement of accrued liabilities, payment of non-redeemable convertible debt and payment of convertible debt.

(2) The Series D Convertible Preferred Shares were issued for cash.

(3) Series C Convertible Preferred Shares exchanged for Common Shares.

Trading Price and Volume

The Company's Common Shares are quoted under the symbol "TWOH" on the OTCBB in the United States operated by the Financial Industry Regulatory Authority, Inc. ("**FINRA**") and the Pinks operated by OTC Markets Group, Inc. Few market makers continue to participate in the OTCBB system because of high fees charged by FINRA. Consequently, market makers that once quoted its shares on the OTCBB system may no longer be posting a quotation for the Company's shares. As of the date of this report, however, the Company's shares are quoted by several market makers on the OTC Pinks. The criteria for listing on either the OTCBB or OTC Pinks are similar and include that the Company remains current in its SEC reporting. The Company's reporting is presently current and, since inception, it has filed its SEC reports on time.

Market Information

The Company's common shares have traded over the counter and have been quoted on the OTCBB since February 17, 2011. The stock currently trades under the symbol "TWOH.OB." The following table sets forth the monthly high and low bid prices for the Company's Common Shares for the last twelve months, so far as information is reported, as quoted on the OTCBB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

2020	**High (USD$)(1)**	**Low (USD$)(1)**	**Volume(1)**
August	0.0130	0.0029	251,372,140
September	0.0048	0.0024	75,108,576
October	0.0063	0.0022	469,948,220
November	0.0034	0.0017	206,664,957
December	0.0087	0.0016	570,542,180
2021			
January	0.0054	0.0026	453,861,148
February	0.0097	0.0033	780,627,228
March	0.0074	0.0024	585,357,350
April	0.0036	0.0020	507,800,431
May	0.0039	0.0021	1,115,001,694
June	0.0026	0.0018	392,481,958
July	0.0034	0.0017	2,674,585,030
August	0.0059	0.0019	3,855,070,790
September	0.0055	0.0023	4,979,369,140
October	0.0032	0.0020	2,732,250,413
November	0.0031	0.0018	2,659,449,637
December	0.0020	0.0007	2,689,473,185
2022			
January	0.0011	0.0005	1,197,502,761
February	0.0006	0.0003	1,218,891,007
March	0.0006	0.0003	1,273,520,806
April(2)	0.0006	0.0003	785,137,693

Notes:

(1) Source: https://money.tmx.com/en/quote/TWOH:US/trade-history?selectedTab=price-history

(2) April 1, 2022 to April 20, 2022.

PRINCIPAL SECURITYHOLDER

No persons or corporations beneficially own, control or direct, directly or indirectly, securities of the Company carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation, and Security Holding

The following table sets out the names and municipality of residence of each of the current directors and officers of the Company, and their current positions and offices with the Company and their principal occupations and positions held during the last five (5) years:

Name, Position and Municipal Residence	Position with Company	Principal Occupation (past five years)	Number and Percentage of Securities Beneficially Owned, Controlled or Directed, Directly or Indirectly at the date of this Prospectus	Director/Officer (since)
Nadav Elituv[(1)] *Toronto, Ontario, Canada*	CEO, President, Secretary, Treasurer and Director	CEO of Two Hands Corporation	317,500,000[(2)] (4.38%)[(3)]	June 30, 2014
Ryan Wilson[(1)] *Toronto, Ontario, Canada*	Director	Principal Consultant msg Global Solutions	42,500,000 (0.61%)	January 31, 2019
Bradley Southam[(1)] *Cambridge, Ontario, Canada*	Director	Owner/Creative Director of Linus Creative Services	42,500,000 (0.61%)	June 11, 2019
Steven Gryfe *Toronto, Ontario, Canada*	Chief Financial Officer	Self-employed business operator	42,500,000 (0.61%)	June 18, 2019
Yan Namer[(1)] *Toronto, Ontario, Canada*	Director	CEO of empatho; COO of Americna Aires Inc; Regional Sales Manager of Luxury ArtBook; COO and Territory Manager of Baby-Scan; Co-Owner and CEO of Collins – C & S Auto Parts	N/A	April 14, 2022

Notes:

(1) Member of the Audit Committee.

(2) This includes 200,000,000 Common Shares issuable upon conversion at the holder’s option of 200,000 shares of Series A Preferred Stock.

(3) This includes the securityholding percentage of Mr. Elituv assuming a conversion Mr. Elituv’s Series A Preferred Stock.

Biographies

A description of the principal occupation for the past five years and summary of the experience of the directors and officers of the Company is as follows:

Nadav Elituv, Chief Executive Officer, President, Secretary, Treasurer & Director (Age: 58)

Nadav Elituv has been serving as the Company's Chief Executive Officer, President, Secretary, Treasurer and as a member of the Board of Directors since June 2014. Since August 2008, Mr. Elituv has served as the President and Founder of Imagin8. Imagin8 is a startup and leading developer of hand and body motion-based interactive digital technologies that are designed to enhance new consumer experiences from touch-screens to floor-screens. Mr. Elituv is the results-driven leader of an innovative digital technology enterprise, for over twenty years. With a track record for building, developing and motivating high-performance teams and is an expert in high-tech systems. This includes the design and implementation of computer-vision and gesture-recognition software. Mr. Elituv has solid career experience driving strategic initiatives and meeting critical business mandates.

Mr. Elituv attended Concordia University and York University. Mr. Elituv is a full time employee of the Company. Mr. Elituv has not entered into a non-disclosure or a non-competition agreement with the Company.

Steven Gryfe, Chief Financial Officer (Age: 53)

Steven Gryfe was appointed Chief Financial Officer on June 18, 2019. Mr. Gryfe has had a career over twenty years in the technology field in the roles of sales and marketing and as Chief Operating Officer of On the Go Technologies Group. While at On the Go Technologies Group, Mr. Gryfe was instrumental in its growth from revenue of $91,584 in 2003 to over $30 million in 2006. Mr. Gryfe was also President and CEO of HCQ Technologies from 2008 until 2011. He has also had an active role in community serving as President and GM of Toronto Avenue Road Hockey Association.

Mr. Gryfe earned a bachelor of arts from Carleton University. He is a full time employee of the Company. Mr. Gryfe has not entered into a non-disclosure or a non-competition agreement with the Company.

Ryan Wilson, Director (Age: 46)

Ryan Wilson has been serving as a member of the Company's Board of Directors since January 31, 2019. Mr. Wilson has an extensive career in the digital field spanning more than twenty years of his career advancing digital initiatives, with a track record that speaks for itself, including digital marketing, digital strategy and digital transformation through innovation for financial services. Most recently acting as Principal Consultant for e-commerce digital innovation at msg Global Solutions, starting back in May 2017, msg Global Solutions specializes in SAP enterprise implementations. Prior to that, Ryan spent over four years defining the digital experiences for Ontario Teachers' Pension Plan from March 2013 to May 2017 primarily influencing leadership teams and building implementation teams for site and app development. From developer to director Mr. Wilson has been involved in all aspects of digital development. Currently focusing on technologies such as Block Chains, NLP (natural language processing), AI and machine learning, at an insurrect innovation lab. Using design thinking methodologies and an agile approach, Mr. Wilson's career has centered around implementing pilot projects, planning migrations, post implementation iterations, risk planning, and digital transformation.

Mr. Wilson earned a bachelor of arts from Trent University. He will devote approximately 5% of his working time to the Company, and has not entered into a non-disclosure or a non-competition agreement with the Company.

Bradley Southam, Director (Age: 50)

Bradley Southam was appointed to the Board of Directors on June 11, 2019. Mr. Southam has a career for over nineteen years in the digital marketing, strategy and design services industry. Most recently he has been the owner and creative director of Linus Creative Services. Mr. Southam is the vice chair of the Cambridge Arts and culture advisory committee, and a board member of the grand river film festival. Previously Mr. Southam was creative director with "Go Motion and Design" a division of On the Go Technologies Group, which was a publicly traded company on the US OTC from 2005 to 2008.

Mr. Southam earned a bachelor of fine arts from York Univertsity, and a graphic design degree from Central Saint Martins in London, UK. He will devote approximately 5% of his working time to the Company, and has not entered into a non-disclosure or a non-competition agreement with the Company.

Yan Namer, Director (Age: 50)

Yan Namer was appointed to the Board of Directors on April 14, 2022. Mr. Namer is currenty the CEO of a CSE listed company called empatho. Prior to this, Mr. Namer has had a career with various companies in different industries, which include application technology, artificial intelligence, and distribution.

Mr. Namer earned a bachelor of commerce degree from EDC Business School in Paris, France, and earned a Master of Business Administration from Université d'Évry in Paris, France. He will devote approximately 5% of his working time to the Company, and has not entered into a non-disclosure or a non-competition agreement with the Company.

Cease Trade Orders

No director, officer, promoter or other member of management of the Company has, within the past ten years, been a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days; or

(b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Bankruptcies

Other than as described below, no current or proposed director, officer, or promoter of the Company has, within the past ten years, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold the assets of that individual.

Mr. Southam filed for personal bankruptcy on December 1, 2016 under the Bankruptcy and Insolvency Act (Canada) (the "**BIA**") and received an automatic discharge from bankruptcy pursuant to subsection 168.1(1)(a)(i) of the BIA on December 2, 2016.

Mr. Gryfe filed for personal bankruptcy on September 30, 2011 under the BIA and received an automatic discharge from bankruptcy pursuant to subsection 168.1(1)(a)(i) of the BIA on July 10, 2012.

Penalties or Sanctions

No director or executive officer of the Company has, within the past ten years, been subject to any penalties or sanctions imposed by a court or by a securities regulatory authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Other than as disclosed herein, to the best of the Company's knowledge, there are no existing or potential material conflicts of interest among the Company and a current or prospective director or officer of the Company at the date of this Prospectus.

EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at December 31, 2021 whose total compensation was more than $150,000 for the financial year of the Company ended December 31, 2021 (collectively the

"**Named Executive Officers**"), and for the directors of the Company.

The Named Executive Officers of the Company during the financial year ended December 31, 2021 were Nadav Elituv (Chief Executive Officer), and Steven Gryfe (Chief Financial officer).

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The table below summarizes all compensation awarded to, earned by, or paid to each Named Executive Officers and directors for the Company's last two completed fiscal years for all services rendered to it.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and position	**Year Ended December 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Nadav Elituv Chief Executive Officer, President, Chairman and Director	2021	$129,600	Nil	Nil	Nil	Nil	$129,600
	2020	$75,600	Nil	Nil	Nil	Nil	$75,600
Steven Gryfe, Chief Financial Officer(1)	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Ryan Wilson, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Bradley Southam, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Gryfe was appointed as Chief Financial Officer on June 18, 2019.

(2) During the year ended December 31, 2021, the Company issued 60,000 shares of Series A Convertible Preferred Stock valued at $207,500 ($3.59 per share), to fully settle salary payable, for the period July 1, 2020 to September 30, 2021, due to Nadav Elituv.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the Company's most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

COMPENSATION SECURITIES							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and %(1) of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Nadav Elituv Chief Executive Officer, President, Chairman and Director	Common Shares	2,500,000	March 1, 2021	0.0064	N/A	N/A	N/A
		1,500,000	March 30, 2021	0.0029	N/A	N/A	N/A

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and %[(1)] of class	Date of issue or grant	Issue, conversion or exercise price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry date
		8,000,000	June 14, 2021	0.0020	N/A	N/A	N/A
		5,000,000	July 20, 2021	0.0029	N/A	N/A	N/A
		5,000,000	August 24, 2021	0.0027	N/A	N/A	N/A
		5,000,000	September 30, 2021	0.0024	N/A	N/A	N/A
		5,000,000	October 20, 2021	0.0025	N/A	N/A	N/A
Steven Gryfe, Chief Financial Officer	Common Shares	5,000,000	August 30, 2021	0.0023	N/A	N/A	N/A
Ryan Wilson, Director	Common Shares	5,000,000	August 30, 2021	0.0023	N/A	N/A	N/A
Bradley Southam, Director	Common Shares	5,000,000	August 30, 2021	0.0023	N/A	N/A	N/A

Notes:
(1) Calculated on a partially diluted basis as at December 31, 2021.

Stock Option Plans and Other Incentive Plans

2021 Stock Incentive Plan

On October 1, 2021, the Board approved and adopted the 2021 Stock Incentive Plan (the "**2021 Plan**") to attract and retain the best available personnel, to provide additional incentive to employees, directors and consultants (collectively referred to as "**Participants**"), and to promote the success of the Company's business. Pursuant to the 2021 Plan, the Board may grant incentive stock options, non-qualified stock options, stock appreciation rights, restricted shares and restricted share units (as described in further detail below, and collectively referred to as "**Awards**") to eligible persons. The maximum aggregate number of Common Shares with respect to which awards granted under the 2021 Plan shall not exceed 200,000,000. As of the date hereof, there are 120,000,000 Common Shares available under the 2021 Plan. On October 5, 2021, the Company filed a Registration Statement on Form S-8 (File No: 333-260061) registering the Common Shares issuable pursuant to the 2021 Plan under the U.S. Securities Act.

The 2021 Plan provides flexibility to the Company to grant equity-based incentive Awards to attract, retain and motivate qualified directors, officers, employees and consultants of the Company. The purpose of the 2021 Plan is to, among other things: (a) provide the Company with a mechanism to attract, retain and motivate qualified directors, officers, employees and consultants of the Company; (b) reward directors, officers, employees and consultants that have been granted Awards under the 2021 Plan for their contributions toward the long-term goals and success of the Company; and (c) enable and encourage such directors, officers, employees and consultants to acquire Common Shares of the Company as long-term investments and proprietary interests in the Company.

The 2021 Plan is administered by the Board or a committee of the Board, if delegated. The Board will: determine the eligibility of Awards, and authorize the Chief Executive Officer and Chief Financial Officer to determine the number of Common Shares issuable for each such Award, determine the form of grant and the forms of Award agreements, establish additional terms conditions respecting such Awards, determine whether or not to amend the terms of outstanding Awards, construe and interpret the terms of the 2021 Plan and Awards granted thereunder, and take such other action not inconsistent with the terms of the 2021 Plan as it deems appropriate. The Board may also at any time amend, suspend or terminate the 2021 Plan. No Award may be granted during any suspension of the 2021 Plan or after termination of the 2021 Plan. Any amendment, suspension or termination of the 2021 Plan shall not affect Awards already granted, unless mutually agreed otherwise between the Company and the holder of such Award, which agreement must be in writing and signed by the holder and the Company.

Stock options may be granted under the 2021 Plan provided that: (i) options shall be designated as options not intended to qualify as “Incentive Stock Options” within the meaning of Section 422 of the U.S Internal Revenue Code of 1986, as amended, (ii) the exercise price of an option shall be no less than the Fair Market Value (as defined in the 2021 Plan) of the Common Shares on the date of grant in the event such Award is granted to a person holding more than 10% of the voting power of all classes of shares of the Company on the date of grant, or no less than 70% of the Fair Market Value (as defined in the 2021 Plan) of the Common Shares on the date of grant in the event the Award is granted to anyone else, and (iii) the expiry date of the option shall be no later than ten years from the date of grant.

Stock appreciation rights may be granted in tandem with a stock option, in addition to a stock option, or may be granted unrelated to a stock option. Stock appreciation rights shall vest and become exercisable at a rate determined by the Board, and shall remain exercisable for such period as specified by the Board. A stock appreciation right shall entitle the holder to receive from the Company an amount equal to the excess of the Fair Market Value (as defined in the 2021 Plan) of a Common Share on the date of exercise of a stock appreciation right above the Fair Market Value (as defined in the 2021 Plan) of the Common Share on the date of grant. The settlement of the stock appreciation right shall be in cash or in Common Shares or a combination thereof, as determined by the Board. In no event may any person receive stock appreciation right Awards with respect to more than 250,000 Common Shares in any calendar year.

Restricted shares may be granted in the form of Common Shares or share units having a value equal to an identical number of Common Shares. The employment conditions and the length of the period for vesting of restricted shares shall be established by the Board at the time of grant. In the event that a share certificate is issued in respect of restricted shares, such certificate shall be registered in the name of the holder but shall be held by the Company until the end of the restricted period. During the restricted period, restricted shares may not be sold, assigned, transferred or otherwise disposed of, or pledged or hypothecated as collateral for a loan or as security for the performance of any obligation or for any other purpose as the Board shall determine. The Board shall determine, in its sole discretion, whether restricted shares granted in the form of share units shall be paid in cash, Common Shares, or a combination thereof.

Unless specifically provided otherwise in the relevant Award agreement, one quarter of the Award shall vest at each 1st, 2nd, 3rd, and 4th anniversaries following the date of grant, so long as the holder of the Award provides continuous service to the Company.

The following table describes the impact of certain events that may, unless otherwise determined by the Board or as set forth in an Award agreement, lead to the early expiry of Awards granted under the 2021 Plan:

Termination of continuous service for any reason other than death or disability of a Participant	The Participant shall have the right to exercise any vested Award within 30 days (or such other period of time not exceeding three months, as determined by the Board at the time of granting the Award) of the date the continuous service has ceased.
Death or disability of a Participant	The Participant shall have the right to exercise any vested Award within six months of the date of death or termination due to disability.

Employment, Consulting and Management 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 agreed to pay 30,000 shares of Series A Convertible Preferred Stock of the Company, 60,000,000 Common Shares of the Company and an annual salary of $216,000 payable monthly on the first day of each month from available funds.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Board, at the recommendation of the management of the Company, determines the compensation payable to the directors of the Company and reviews such compensation periodically throughout the year. For their role as directors of the Company, each director of the Company who is not a Named Executive Officer may, is from time to time, awarded equity compensation under the provisions of the 2021 Plan. There are no other arrangements under which the directors of the Company who are not Named Executive Officers were compensated by the Company or its subsidiaries during the two most recently completed financial years for their services in their capacity as directors of the Company.

Compensation of Named Executive Officers

Principles of Executive Compensation

The Company believes in linking an individual's compensation to his or her performance and contribution as well as to the performance of the Company as a whole. The primary components of the Company's executive compensation are base salary and equity-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Company's executive compensation program:

1. Align the interests of executives and shareholders;

2. Attract and motivate executives who are instrumental to the success of the Company and the enhancement of shareholder value;

3. Pay for performance;

4. Ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Company's long term value; and

5. Connect, if possible, the Company's employees into principles 1 through 4 above.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers within the constraints of the agreements entered into by the Company. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the 2021 Plan. The Board also reviews and approves the hiring of executive officers.

Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

Annual Incentives

The Board, in its discretion, may award annual bonuses in order to motivate executives to achieve short-term corporate goals. The Board approves annual incentives.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The Board assesses each Named Executive Officer's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than Awards granted from time to time by the Board under the provisions of the 2021 Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

Termination and Change of Control Benefits

The Company does not have in place any pension or retirement plan. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, promoter, member of management, or any of their associates or affiliates, is or has been indebted to the Company.

AUDIT COMMITTEE

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as Appendix B.

Composition of the Audit Committee

The Audit Committee members are currently Nadav Elituv (Chair), Ryan Wilson, Bradley Southam and Yan Namer, each of whom is a director of the Company, and financially literate in accordance with Canadian Securities Administrators' National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Mr. Southam, Mr. Wilson and Mr. Namer are independent pursuant to NI 52-110, and Mr. Elituv is not independent as he is an officer of the Company.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

Nadav Elituv (Chair), *Chief Executive Officer, President, Chairman and Director*: Mr. Elituv attended Concordia University and York University, and has been Chief Executive Officer of the Company since June 30, 2014 and has been working with the external auditors and reviewing and certifying financial statements quarterly for over seven years. In addition, Mr. Elituv has practical experience as an officer and director of the Company engaging external auditors, hiring contract accountants, and reviewing and certify financial statements for SEC reports.

Ryan Wilson, *Director*: Mr. Wilson has practical experience as a director of the Company engaging external auditors, hiring contract accountants, and reviewing and certify financial statements for SEC reports since 2019. Mr. Wilson earned a bachelor of arts from Trent University.

Bradley Southam, *Director*: Mr. Southam has been operating his own business for over twenty years and regularly files financial statements. In addition, Mr. Southam has practical experience as a director of the Company engaging external auditors, hiring contract accountants, and reviewing and certify financial statements for SEC reports since 2019. Mr. Southam earned a bachelor of fine arts from York University and a degree in graphic design from Central Saint Martins in London, UK.

Yan Namer, *Director*: Mr. Namer earned a bachelor of commerce degree from EDC Business School in Paris, France, and earned a Master of Business Administration from Université d'Évry in Paris, France. Mr. Namer is the Chief Executive Officer of Empatho Holdings Inc., a company listed on the Canadian Securities Exchange Mr. Namer also has co-owned a business, operating all of the banking, accounting, receivables, payables, inventory, sales & marketing, and e-commerce of such business.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

In accordance with section 6.1.1(3) of NI 52-110 relating to the composition of the audit committee for venture issuers, a majority of the members of the Audit Committee are not executive officers, employees or control persons of the Company.

See "*Directors and Executive Officers – Biographies*" for the biographies of the audit committee members.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the following exemptions:

(a) The exemption in section 2.4 of National Instrument 52-110 (*De Minimis Non-audit Services*);
(b) The exemption in subsection 6.1.1(4) of National Instrument 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);

(c) The exemption in subsection 6.1.1(5) of National Instrument 52-110 (*Events Outside Control of Member*);
(d) The exemption in subsection 6.1.1(6) of National Instrument 52-110 (*Death, Incapacity or Resignation*); or
(e) An exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Charter.

See "*Appendix B – Charter of the Audit Committee*".

External Auditor Service Fees (By Category)

The following table sets forth the "audit fees," "audit-related fees," "tax fees," and "other fees" billed in the year ended December 31, 2021 and 2020.

	Audit Fees ($)	Audit Related Fees ($)	Tax Fees ($)	All Other Fees ($)
For the year ended December 31, 2021	61,450	nil	nil	nil
For the year ended December 31, 2020	50,975	nil	nil	nil

Notes:
(1) Auditor of the Company, Sadler, Gibb & Associates, LLC, has served since 2017.
(2) Includes Audit Fees related to the 2021 and 2020 Financial Year, review engagement fees for years ended December 31, 2021 and 2020.

Section 6.1 Exemption

The Company, as a venture issuer, is relying upon the exemption in section 6.1 of NI 52-110 which allows for an exemption from Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Boards, the members of which are elected by and are accountable to the shareholders of the Company, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Board of Directors

Under National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, a director is considered to be independent if he or she is independent within the meaning of National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Based on information provided by each director concerning his or her background, employment and affiliations, the Board has determined that of the three (3) directors on the Board as at the date of this Prospectus, Nadav Elituv is not considered independent as a result of his position as Chief Executive Officer of the Company, while Ryan Wilson and Bradley Southam are considered independent within the meaning of NI 52-110.

Directorships

None of the Company's directors are currently directors of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction.

Orientation and Continuing Education

If and when new directors are appointed to the Board they will receive orientation, commensurate with their previous experience, on the Company's business, assets and industry and on the responsibilities of directors. Meetings of the Board are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all members of the Board.

Ethical Business Conduct

The Company has adopted a code of ethics and business conduct policy which provides a general statement of the Company's expectations regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Company. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code and may be required, from time to time, to affirm his or her agreement to adhere to such standards.

The code of ethics endorses the following principles: (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) full, fair, accurate, timely and understandable disclosure; (c) compliance with applicable governmental laws, rules and regulations; and (d) accountability by all directors, officers and employees to adhere to the policy. The Code addresses bribery and corruption, conflicts of interest and corporate opportunities, insider trading, protection of confidential information, fair dealing, related party transactions, discrimination and harassment, health and safety, accurate record keeping, and political contributions.

Nomination of Directors

There have been no material changes to the procedures by which security holders may recommend nominees to the Company's Board of Directors.

The Board of Directors will consider candidates for director positions that are recommended by any of the Company's shareholders. The recommended candidate should be submitted to the Company in writing addressed to 1035 Queensway East, Mississauga, Ontario, Canada L4Y 4C1. The recommendation shall include the following information: name of candidate; address, phone, and fax number of candidate; a statement signed by the candidate certifying that the candidate wishes to be considered for nomination to the Company's Board of Directors and stating why the candidate believes that he or she meets the director qualification criteria and would otherwise be a valuable addition to the Company's Board of Directors; a summary of the candidate's work experience for the prior five years and the number of shares of the Company's stock beneficially owned by the candidate.

The Board will evaluate the recommended candidate and will determine whether or not to proceed with the candidate in accordance with the Company's procedures. The Company reserves the right to change its procedures at any time to comply with the requirements of applicable laws.

Compensation

The Company does not have a compensation committee or a formal compensation policy. The Company relies solely on the Board to determine the compensation of the Named Executive Officers. In determining compensation, the directors consider industry standards and the Company's financial situation, but the Company does not have any formal objectives or criteria. The performance of each executive officer is informally monitored by the directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

Disclosure

The Board has adopted a formal disclosure policy that governs the preparation, review and disclosure of Company information.

Assessments

The Board has not implemented a process for assessing its effectiveness. As a result of the Company's small size and the Company's stage of development, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board does not formally assess the performance or contribution of individual members of the Board or of any of the Company's committees.

PLAN OF DISTRIBUTION

This Prospectus is being filed in the Provinces of British Columbia and Ontario in order for the Company to become a reporting issuer under the securities legislation in Ontario.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

RISK FACTORS

In carrying on its business, the Company is exposed to a variety of risks, including the risks described elsewhere in this Prospectus. The Company can neither predict nor identify all such risks nor can it accurately predict the impact, if any, of such risks on its business, operations or the extent to which one or more risks or events may materially change future results of financial position from those reported or projected in any forward looking statements. Accordingly, the Company cautions the reader not to rely on reported financial information and forward-looking statements to predict actual future results. This Prospectus and the accompanying financial information should be read in conjunction with this statement concerning risks and uncertainties. Some of the risks, uncertainties and events that may affect the Company, its business, operations, and results, are given in this section. However, the list of risk factors below is not exhaustive and the factors and uncertainties that may impact the Company are not limited to those stated below. Those listed and other risks not specifically referred to may in the future materially affect the Company’s financial performance, and accordingly an investment in the Company at this time involves a high degree of risk, should be considered highly speculative in nature, and should be considered only by those who are able to bear the economic risk of their investment for an indefinite period.

The Company’s ability to generate revenue and achieve positive cash flow in the future is dependent upon various factors, including the level of market acceptance of its products, the degree of competition encountered by the Company, technology risks, general economic conditions, and regulatory requirements. Moreover, it is also possible that new competitors will enter the marketplace. The Company's future performance depends in part upon attracting and retaining key technical, sales and management personnel. There can be no assurance that the Company can retain these personnel. As such, these new competitors and the loss of the services of the Company's key employees could potentially have a material adverse effect on the Company's business, operating results and financial condition.

The following are certain risk factors relating to the business carried on by the Company which prospective investors should carefully consider before deciding whether to purchase Company Shares. The Company’s business is subject to risk factors that are both specific and general in nature and which individually, or in combination, may affect the future operating performance of the Company’s business and the value of an investment in the Company. The Company will face a number of challenges in the development of building its business. Readers should carefully consider all such risks, including those set out in the discussion below. The following is a description of the principal risk factors affecting the Company that will, in turn, affect the Company.

Description of Risk Factors

Risks Related to the Company's Business

Competition to the Company

The Company's business operates in a dynamic and competitive market. Other food distribution companies, along with non-traditional competitors, such as mass merchandisers, warehouse clubs, and online retailers, represent a competitive risk to the Company's ability to attract customers and operate profitably in its markets.

A significant risk to the Company is the potential for reduced revenues and profit margins as a result of increased competition. A failure to maintain geographic diversification to reduce the effects of localized competition could have an adverse impact on the Company's operating margins and results of operations. The consolidation of industry competitors may also lead to increased competition and loss of market share.

The Company's independent auditors have expressed substantial doubt about its ability to continue as a going concern.

As of December 31, 2021, the Company had cash of $533,295 and total liabilities of $1,306,372. During the year ended December 31, 2021, the Company incurred a net loss of $16,336,037 and used cash in operating activities of $555,557, and on December 31, 2021, had a shareholders' deficit of $3,736,118. The Company is currently funding its initial operations by way of loans from its Chief Executive Officer and others and through the issuance of Common Shares in exchange for services. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern within one year of the date that the financial statements are issued. The Company's independent registered public accounting firm, in their report on the Company's financial statements for the year ending December 31, 2021, expressed substantial doubt about the Company's ability to continue as a going concern.

If the Company is unable to raise enough capital or obtain additional financing, it may not be able to fulfill its business plan.

On December 31, 2021, the Company only had $533,295 cash on hand. To date, the Company has funded its operations by way of cash advances from its Chief Executive Officer, noteholders, shareholders and others on a "as-needed" basis. As such, the Company's operating capital is currently limited to the personal resources of its Chief Executive Officer, noteholders, shareholders and others. If the Company is unsuccessful at achieving a sufficient amount of net proceeds, it will continue to rely on loans from its Chief Executive Officer, noteholders, shareholders and others although they are under no obligation to loan any money to the Company. the Company may also raise capital in the future by relying on loans from third party lending sources. However, the Company believes it will be difficult to secure capital in the future because it has no assets to secure debt and there is currently no active trading market for its securities. The Company's inability to obtain financing or generate sufficient cash from operations could require it to reduce or eliminate expenditures for developing products and services, or otherwise curtail or discontinue its operations, which could have a material adverse effect on the Company's business, financial condition and results of operations. Furthermore, to the extent that the Company raises additional capital through the sale of equity or convertible debt securities, the issuance of such securities may result in dilution to existing shareholders. If the Company raises additional funds through the issuance of debt securities, these securities may have rights, preferences and privileges senior to holders of its Common Shares and the terms of such debt could impose restrictions on its operations.

The Company's business could fail if its principal executive officer, Nadav Elituv, is unable or unwilling to devote a sufficient amount of time to its business.

The responsibility of developing the Company's core business, securing the financing necessary to fully execute its business plan and fulfilling the reporting requirements of a public company all fall upon the principal executive officer, In the event Mr. Elituv is unable or unwilling to fulfill any aspect of his duties, the Company may experience a shortfall or complete lack of revenue resulting in little or no profits and the eventual closure of its business, whereby you may lose your entire investment. The loss of Mr. Elituv would have a material adverse effect on the Company's business.

The Company may fail to attract, train and retain skilled and qualified employees, which could impair its ability to generate revenue, effectively service its clients and execute its growth strategy.

The Company's business depends in large part upon its ability to attract and retain sufficient numbers of highly qualified individuals. The Company competes for such qualified personnel with other companies and such competition is intense. Personnel with the requisites skills and qualifications may be in short supply or generally unavailable. If the Company is unable to recruit and retain a sufficient number of qualified employees, the Company's ability to maintain and grow its business and to effectively service its clients could be limited and the Company's future revenue and results of operations could be materially and adversely affected. Furthermore, to the extent that the Company is unable to make necessary permanent hires to appropriately service its clients, the Company could be required to engage larger numbers of contracted personnel, which could reduce its profit margins.

If the Company fails to successfully manage its new product development or if the Company fails to anticipate the issues associated with such development or expansion, its business may suffer.

The Company has only developed two applications. The Company's ability to anticipate and manage a variety of issues associated with any new product development or market expansion, such as market acceptance and effective management of its applications and other products. The Company's business would suffer if it fails to successfully anticipate and manage these issues associated with product development publishing and you may lose all or part of your investment.

If the Company cannot attract customers, it will not generate revenues and its business will fail.

The Company has not generated any profit. Going forward, the Company intends to generate revenues from its gocart.city application. The Company may not be able to successfully attract or maintain customers, resulting in its business failing. If the Company's business fails, you will lose all or part of your investment.

The Company may encounter difficulties managing its planned growth, which would adversely affect its business and could result in increasing costs as well as a decrease in the Company's stock price.

The Company intends to establish a customer base and develop new products for them. To manage the Company's anticipated growth, the Company must continue to improve its operational and financial systems and expand, train, retain and manage its employee base to meet new opportunities. Because of the registration of the Company's securities, it is subject to reporting and disclosure obligations, and the Company anticipates that it will hire additional finance and administrative personnel to address these obligations. In addition, the anticipated growth of the Company's business will place a significant strain on its existing managerial and financial resources. If the Company cannot effectively manage its growth, its business may be harmed.

The recent global coronavirus outbreak could harm the Company's business and results of operations.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, customers, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses. This outbreak could decrease spending, adversely affect demand for the Company's product and harm its business and results of operations. The Company's business and the results of its operations may specifically be impacted by COVID-19 for a variety of reasons which include: (i) the lack of clarity around whether attendance at universities will be online or in-person; (ii) staff of the Company becoming infected with COVID-19, which is particularly acute considering that the Company currently has a small number of staff; and (iii) supply shortages, which are concerning for a smaller enterprise because of the competition for premium products.

It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. The Company continues to monitor these evolving risks. Global pandemics (like the COVID-19 pandemic) and other public health threats, or a fear thereof, could adversely impact the Company's operations, sales efforts, lead to labour shortages, cause delayed performance of contractual obligations, impair the Company's ability to raise funds, adversely affect the Company's supply partners, contractors, customers and/or transportation carriers, cause fluctuations in the price and demand for the Company's products, and severely impact supply chain logistics including travel and shipping disruptions and shutdowns (including as a result of government regulation and prevention measures) affecting procurement of foods and food related products and the delivery of such products by the Company to customers. Additionally, in the case of the Company's Cuore Food service brand, which supplies food products to public restaurants and event planning companies, any closures or restrictions imposed on restaurants or public gatherings may adversely affect the Company as its customers may not require any product during such times. It is unknown whether and how the Company may be affected if such an occurrence persists for an extended period of time, but the Company anticipates that it could have a material adverse effect on its business, operating results and financial performance. In addition, the Company may also be required to incur additional expenses and/or delays relating to such events which could have a further negative impact on its business, operating results and financial performance.

The outbreak of COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

The Company's business and results of operation have been and may continue to be adversely affected by the current outbreak of COVID-19, and by measures taken to prevent its spread, including restrictions on travel, imposition of quarantines, cancellation of events, remote working, and closure of workplaces and other businesses. The Company's business and results of operations may also be negatively impacted by the adverse effect that COVID-19 has had and may continue to have on global economic activity, which may include a period of prolonged global or regional economic slowdowns or recessions. Specific risks to the Company's business include:

- Uncertain consumer demand due to the impacts of the global pandemic on local economies as well as the global economy. While sales are mainly through the Company's gocart.city platform, the Company may incur significant sales losses as overall customer demand and consumer spending may decline in response to COVID-19 and its related economic impacts.

- Restrictions to protect the safety of the Company's customers and employees may limit both the number of customers it can serve and the volume of goods it is able to fulfill through its distribution points. More severe government-imposed restrictions, including restrictions and lockdowns, could further restrict the Company's ability to service its customers.

- The Company may also face supply chain challenges if there are disruptions in service at its distribution points, suppliers, or logistics providers. Increased market demand for logistic providers may continue to increase the Company's operating costs and/or limit its ability to fulfill sales.

- The Company's method of delivering grocery items to customers through contactless delivery may continue to face challenges as employees' comfort and exposure to COVID-19 may be heightened as waves of the virus continue to occur.

- The Company's cost of operating its distribution points may continue to increase due to enhanced health and safety measures taken to protect its employees, including the increased costs of personal protective equipment and disinfectants.

- The competition to the Company from other similar businesses since COVID-19 has increased as more businesses have started to offer delivery of grocery items and meal kits. The Company also competes directly against other meal delivery companies, including both national brands and regional brands.

- The COVID-19 health crisis may negatively affect demand for the Company's products from restaurants if there are further government-imposed restrictions on restaurants in response to a new wave of COVID-19 infections.

- Changes in prices of the Company's products due to increased cost of sales could negatively affect the Company's overall sale of product, resulting in decreased revenues in operations and expenses that could be incurred to ensure the protection of staff. In addition, modification of payment terms with key suppliers and the risk of key suppliers shifting focus to higher volume competitors of the Company could result in customers seeking other alternatives.

- As the COVID-19 pandemic continues for an extended period of time, it may negatively affect the price and availability of the Company's grocery items and/or packaging materials and impact the Company's supply chain.

The extent of the impact of COVID-19 is subject to change and is dependent on many factors, including the duration of the pandemic, the success and timing of the vaccination rollout, and the measures that may be implemented by, or that may be imposed upon, the Company, its customers and suppliers in response to the pandemic, and is therefore difficult to predict. COVID-19 could also impact the Company's ability to attract capital to finance business strategies and also could increase its cost of borrowing.

Material weaknesses in the Company's internal control over financial reporting may adversely affect its Common Shares.

As an SEC reporting company, the Company is subject to the reporting requirements of the Exchange Act and governance requirements of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). The Exchange Act requires that the Company file annual, quarterly and current reports with respect to its business and financial condition, proxy statement, and other information. The Sarbanes-Oxley Act requires, among other things, that the Company establish and maintain effective disclosure controls and procedures and internal controls and procedures for financial reporting. Section 404 of the Sarbanes-Oxley Act requires that the Company include a report of management on its internal control over financial reporting in the Company's annual report on Form 10-K. That report must contain an assessment by management of the effectiveness of the Company's internal control over financial reporting and must include disclosure of any material weaknesses in internal control over financial reporting that the Company has identified. Effective internal control is necessary for the Company to provide reliable financial reports and prevent fraud. If the Company cannot provide reliable financial reports or prevent fraud, the Company may not be able to manage its business as effectively as it would if an effective control environment existed, and the Company's business and reputation with investors may be harmed. As a result, the Company's small size and any current internal control deficiencies may adversely affect its financial condition, results of operation and access to capital. The Company has not performed an in-depth analysis to determine if historical un-discovered failures of internal controls exist and may in the future discover areas of its internal control that need improvement. Any inability to report and file its financial results accurately and timely could harm the Company's reputation and adversely impact the trading price of its Common Shares.

Failure to protect the Company's proprietary technology and intellectual property rights could substantially harm its business and results of operations.

The Company's success depends to a significant degree on its ability to protect its proprietary technology, methodologies, know-how and brand. The Company will rely on a combination of contractual restrictions, and other intellectual property laws and confidentiality procedures to establish and protect its proprietary rights. However, the steps the Company will take to protect its intellectual property may be inadequate. The Company will not be able to protect its intellectual property if it is unable to enforce its rights or if it does not detect unauthorized use of the Company's intellectual property. If the Company fails to protect its intellectual property rights adequately, its competitors may gain access to the Company's technology and its business may be harmed. In addition, defending its intellectual property rights might entail significant expense. The Company may be unable to prevent third parties from acquiring domain names or trademarks that are similar to, infringe upon, or diminish the value of the Company's trademarks and other proprietary rights.

As the Company grows its business, the Company's plan is to enter into confidentiality and invention assignment agreements with its employees and consultants and enter into confidentiality agreements with other parties. No assurance can be given that these agreements will be effective in controlling access to and distribution of the Company's proprietary information. Further, these agreements may not prevent the Company's competitors from independently developing technologies that are substantially equivalent or superior to it products.

In order to protect the Company's intellectual property rights, it may be required to spend significant resources to monitor and protect its intellectual property rights. Litigation may be necessary in the future to enforce the Company's intellectual property rights and to protect its trade secrets. Litigation brought to protect and enforce the Company's intellectual property rights could be costly, time-consuming, and distracting to management, and could result in the impairment or loss of portions of the Company's intellectual property. Further, the Company's efforts to enforce its intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of the Company's intellectual property rights. The Company's inability to protect its proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of its management's attention and resources, could delay further sales or the implementation of the Company's products, impair the functionality of its products, delay introductions of new products, result in the Company substituting inferior or more costly technologies into its products, or injure the Company's reputation.

Product Safety and Security

The Company is subject to potential liabilities connected with its business operations, including potential liabilities and expenses associated with product defects, food safety and product handling, and related services. Such liabilities may arise in relation to the storage, distribution, display and dispensing of products. A large majority of the Company's sales are generated from food products and it could be vulnerable in the event of a significant outbreak of food-borne illness or increased public health concerns in connection with certain food products. Such an event could materially affect the Company's financial performance.

Supply Chain Disruptions Including Impacts of Climate Change

The Company is exposed to potential supply chain disruptions and errors that could result in obsolete merchandise or an excess or shortage of merchandise in its retail store network. The Company's distribution and supply chain could be negatively impacted by over reliance on key vendors, consolidation of facilities, disruptions due to severe weather conditions, natural disasters, climate change driven disruptions or other catastrophic events, and failure to manage costs and inventories. A failure to develop competitive new products, deliver high-quality products and implement and maintain effective supplier selection and procurement practices could adversely affect the Company's ability to deliver desired products to customers and adversely affect the Company's ability to attract and retain customers, decreasing competitive advantage. A failure to maintain an efficient supply and logistics chain may adversely affect the Company's ability to sustain and meet growth objectives and maintain margins.

Business Continuity

The Company may be subject to unexpected or critical events and natural hazards, including severe weather events, interruption of utilities and infrastructure or occurrence of pandemics, which could cause sudden or complete cessation of its day-to-day operations. The Company is currently preparing for future waves of COVID-19 along with other pandemics that could occur. However, no such plan can eliminate the risks associated with events of this magnitude. Any failure to respond effectively or appropriately to such events could adversely affect the Company's operations, reputation and financial results.

Ethical Business Conduct

Any failure of the Company to adhere to its policies, the law or ethical business practices could significantly affect its reputation and brands and could therefore negatively impact the Company's financial performance. The Company's framework for managing ethical business conduct includes the adoption of a code of business conduct and ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and are required to acknowledge and agree to on a regular basis. There can be no assurance that these measures will be effective to prevent violations of law or unethical business practices.

The Company could incur substantial costs as a result of any claim of infringement of another party's intellectual property rights.

In recent years, there has been significant litigation involving patents and other intellectual property rights in the software industry. Companies providing software are increasingly bringing and becoming subject to suits alleging infringement of proprietary rights, particularly patent rights, and the Company faces a higher risk of being the subject of intellectual property infringement claims. The Company does not currently have a patent portfolio, which could prevent it from deterring patent infringement claims through its own patent portfolio, and the Company's competitors and others may now and in the future have significantly larger and more mature patent portfolios than the Company has. The risk of patent litigation has been amplified by the increase in the number of a type of patent holder, which the Company refers to as a non-practicing entity, whose sole business is to assert such claims and against whom its own intellectual property portfolio may provide little deterrent value. The Company could incur substantial costs in prosecuting or defending any intellectual property litigation. If the Company sues to enforce its rights or is sued by a third party that claims that the Company's solution infringes its rights, the litigation could be expensive and could divert its management resources. As of the date of this Prospectus, the Company has not received any written notice of an infringement claim, invitation to license, or other intellectual property infringement action.

Any intellectual property litigation to which the Company might become a party, or for which it is required to provide indemnification, may require the Company to do one or more of the following:

- Cease selling or using products that incorporate the intellectual property that the Company allegedly infringe;
- Make substantial payments for legal fees, settlement payments or other costs or damages;
- Obtain a license, which may not be available on reasonable terms or at all, to sell or use the relevant technology; or
- Redesign the allegedly infringing products to avoid infringement, which could be costly, time-consuming or impossible.

If the Company is required to make substantial payments or undertake any of the other actions noted above as a result of any intellectual property infringement claims against it or any obligation to indemnify its customers for such claims, such payments or actions could harm the Company's business.

The Company's failure to protect personal information adequately and breaches in cyber security and data protection could have an adverse effect on its business.

A wide variety of provincial, state, national, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer, and other processing of personal data. These data protection and privacy-related laws and regulations are evolving and being tested in courts and may result in ever-increasing regulatory and public scrutiny as well as escalating levels of enforcement and sanctions. Any actual or perceived loss, improper retention or misuse of certain information or alleged violations of laws and regulations relating to privacy, data protection and data security, and any relevant claims, could result in enforcement action against the Company, including fines, imprisonment of company officials and public censure, claims for damages by customers and other affected individuals, damage to the Company's reputation and loss of goodwill (both in relation to existing customers and prospective customers), any of which could have an adverse effect on the Company's operations, financial performance, and business. Evolving and changing definitions of personal data and personal information, within the European Union, the United States, and elsewhere, especially relating to classification of IP addresses, machine identification, location data, and other information, may limit or inhibit the Company's ability to operate or expand its business, including limiting strategic partnerships that may involve the sharing of data. Any perception of privacy or security concerns or an inability to comply with applicable laws, regulations, policies, industry standards, contractual obligations or other legal obligations, even if unfounded, may result in additional cost and liability to the Company, harm its reputation and inhibit adoption of its products by current and future customers, and adversely affect the Company's business, financial condition, and operating results.

The Company has implemented and maintained security measures intended to protect personally identifiable information. However, the Company's security measures remain vulnerable to various threats posed by hackers and criminals. If the Company's security measures are overcome and any personally identifiable information that the Company collect or store becomes subject to unauthorized access, it may be required to comply with costly and burdensome breach notification obligations. The Company may also be subject to investigations, enforcement actions and private lawsuits. In addition, any data security incident is likely to generate negative publicity and have a negative effect on the Company's business.

Limitations of Director Liability and Indemnification of Directors and Officers and Employees.

The Company's certificate of incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability for any:

- Breach of their duty of loyalty to the Company or its shareholders;
- Act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- Unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- Transactions for which the directors derived an improper personal benefit.

These limitations of liability do not apply to liabilities arising under the federal or state securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission. The Company's bylaws provide that it will indemnify its directors, officers and employees to the fullest extent permitted by law. The Company's bylaws also provide that the Company is obligated to advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding. The Company believes that these bylaw provisions are necessary to attract and retain qualified persons as directors and officers. The limitation of liability in the Company's certificate of incorporation and bylaws may discourage shareholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might provide a benefit to the Company and its shareholders. The Company's results of operations and financial condition may be harmed to the extent it pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

Limitation on remedies and indemnification.

The Company's certificate of incorporation, as amended from time to time, provides that officers, directors, employees and other agents and their affiliates shall only be liable to the Company and its shareholders for losses, judgments, liabilities and expenses that result from the fraud or other breach of fiduciary obligations. Additionally, the Company intends to enter into corporate indemnification agreements with each of its officers and directors consistent with industry practice. Thus, certain alleged errors or omissions might not be actionable by the Company. The Company's governing instruments also provide that, under the broadest circumstances allowed under law, the Company must indemnify its officers, directors, employees and other agents and their affiliates for losses, judgments, liabilities, expenses and amounts paid in settlement of any claims sustained by them in connection with the Company, including liabilities under applicable securities laws.

Uncertainty of Use of Available Funds

Although the Company has set out its intended use of available funds, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Legal, Taxation and Accounting

Changes to any of the various federal and provincial laws, rules and regulations related to the Company's business could have a material impact on its financial results. Compliance with any proposed changes could also result in significant cost to the Company. Failure to fully comply with various laws and rules and regulations may expose the Company to proceedings which may materially affect its performance.

Similarly, income tax regulations and/or accounting pronouncements may be changed in ways which could negatively affect the Company. The Company mitigates the risk of non-compliance with the various laws and rules and regulations by monitoring for newly adopted activities, improving technology systems and controls, improving internal controls to detect and prevent errors and overall application of more scrutiny to ensure compliance. In the ordinary course of business, the Company is subject to ongoing audits by tax authorities. While the Company believes that its tax filing positions are appropriate and supportable, from time to time certain matters are reviewed and challenged by the tax authorities.

Dependence on key management personnel and outside contractors

As indicated in "*Employees and Specialized Skill and Knowledge*", the Company heavily relies on its officers and directors, as well as its professional advisors. The loss of their services may have a material adverse effect on the Company and its future prospects. There can be no assurance that any one or all of the officers and directors of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors.

The Company is dependent upon the continued support and involvement of a number of key management personnel and outside contractors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of outside contractors. The Company does not have in place formal programs for succession and training of management. The loss of one or more of these key employees or contractors, if not replaced, could adversely affect the Company's business, results of operations and financial condition.

The number of persons skilled in handling food allergies and common food service practices is limited and competition for such persons can be high. As the Company's business activity grows, the Company will require additional qualified personnel, key financial and administrative personnel as well as additional staff. There is no assurance that the Company will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its store operations could be impaired, which could have an adverse impact on its results of operations and financial condition.

Risks Related to the Company's Common Shares

The Company has the ability to issue additional shares of its Common Shares and shares of preferred stock without asking for shareholder approval, which could cause investments to be diluted.

The Company's certificate of incorporation authorizes the Board of Directors to issue up to twelve billion Common Shares and up to one million shares of "blank check" preferred stock. The power of the Board of Directors to issue Common Shares, preferred stock or warrants or options to purchase Common Shares or preferred stock is generally not subject to shareholder approval. Accordingly, any additional issuance of the Company's Common Shares, or preferred stock that may be convertible into Common Shares, may have the effect of diluting an investment, and the new securities may have rights, preferences and privileges senior to those of the Company's Common Shares.

Substantial sales of the Company's stock may impact the market price of its Common Shares.

Future sales of substantial amounts of the Company's Common Shares, including shares that it may issue upon exercise of options and warrants, could adversely affect the market price of the Company's Common Shares. Further, if the Company raises additional funds through the issuance of Common Shares or securities convertible into or exercisable for Common Shares, the percentage ownership of the Company's shareholders will be reduced, and the price of its Common Shares may fall.

The Company's Common Shares is thinly traded, and investors may be unable to sell some or all of their shares at the price they would like, or at all, and sales of large blocks of shares may depress the price of the Company's Common Shares.

The Company's Common Shares has historically been sporadically or thinly-traded, meaning that the number of persons interested in purchasing shares of the Company's Common Shares at prevailing prices at any given time may be relatively small or nonexistent. As a consequence, there may be periods of several days or more when trading activity in shares of its Common Shares is minimal or non-existent, as compared to a seasoned issuer that has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price.

This could lead to wide fluctuations in the Company's share price. Investors may be unable to sell their Common Shares at or above their purchase price, which may result in substantial losses. Also, as a consequence of this lack of liquidity, the trading of relatively small quantities of shares by the Company's shareholders may disproportionately influence the price of shares of the Company's Common Shares in either direction. The price of shares of the Company's Common Shares could, for example, decline precipitously in the event a large number of shares of its Common Shares are sold on the market without commensurate demand, as compared to a seasoned issuer that could better absorb those sales without adverse impact on its share price.

The Company does not intend to pay any cash dividends on its Common Shares in the near future, so its shareholders will not be able to receive a return on their shares unless they sell their shares.

The Company intends to retain any future earnings to finance the development and expansion of its business. The Company does not anticipate paying any cash dividends on its Common Shares in the foreseeable future. There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend. Unless the Company pays dividends, the Company's shareholders will not be able to receive a return on their shares unless they sell such shares.

Penny stock rules may make buying or selling the Company's securities difficult which may make its stock less liquid and make it harder for investors to buy and sell the Company's shares.

Trading in the Company's securities is subject to the SEC's penny stock rules and it is anticipated that trading in the Company's securities will continue to be subject to the penny stock rules for the foreseeable future. The SEC has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to certain exceptions. These rules require that any broker-dealer who recommends the Company's securities to persons other than prior customers and accredited investors must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaser's written agreement to execute the transaction. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by these requirements may discourage broker-dealers from recommending transactions in the Company's securities, which could severely limit the liquidity of the Company's securities and consequently adversely affect the market price for its securities.

The Financial Industry Regulatory Authority (FINRA) sales practice requirements may also limit a shareholder's ability to buy and sell the Company's Common Shares.

In addition to the penny stock rules described above, the Financial Industry Regulatory Authority (FINRA) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy the Company's Common Shares, which may limit your ability to buy and sell the Company's Common Shares and have an adverse effect on the market for shares of its Common Shares.

The preparation of the Company's consolidated financial statements involves the use of estimates, judgments and assumptions, and the Company's consolidated financial statements may be materially affected if such estimates, judgments or assumptions prove to be inaccurate.

Financial statements prepared in accordance with accounting principles generally accepted in the U.S. GAAP typically require the use of estimates, judgments and assumptions that affect the reported amounts. Often, different estimates, judgments and assumptions could reasonably be used that would have a material effect on such financial statements, and changes in these estimates, judgments and assumptions may occur from period to period over time. Significant areas of accounting requiring the application of management's judgment include, but are not limited to, determining the fair value of assets and the timing and amount of cash flows from assets. These estimates, judgments and assumptions are inherently uncertain and, if the Company's estimates were to prove to be wrong, the Company would face the risk that charges to income or other financial statement changes or adjustments would be required. Any such charges or changes could harm the Company's business, including its financial condition and results of operations and the price of its securities.

See "*Appendix A – Financial Statements and MD&A – Management's Discussion and Analysis of Financial Condition and Results of Operations*" for a discussion of the accounting estimates, judgments and assumptions that the Company believes are the most critical to an understanding of its consolidated financial statements and its business.

If securities industry analysts do not publish research reports on the Company, or publish unfavorable reports on the Company, then the market price and market trading volume of the Company's Common Shares could be negatively affected.

Any trading market for the Company's Common Shares will be influenced in part by any research reports that securities industry analysts publish about it. The Company does not currently have and may never obtain research coverage by securities industry analysts. If no securities industry analysts commence coverage of the Company, the market price and market trading volume of its Common Shares could be negatively affected. In the event the Company are covered by analysts, and one or more of such analysts downgrade the Company's securities, or otherwise reports on it unfavorably, or discontinues coverage or us, the market price and market trading volume of the Company's Common Shares could be negatively affected.

The Company's stock price is likely to be highly volatile because of several factors, including a limited public float.

The market price of the Company's Common Shares has been volatile in the past and the market price of its Common Shares is likely to be highly volatile in the future. You may not be able to resell shares of the Company's Common Shares following periods of volatility because of the market's adverse reaction to volatility.

Other factors that could cause such volatility may include, among other things:

- Actual or anticipated fluctuations in the Company's operating results;
- The absence of securities analysts covering the Company and distributing research and recommendations about the Company;
- The Company may have a low trading volume for a number of reasons, including that a large portion of its stock is closely held;
- Overall stock market fluctuations;
- Announcements concerning the Company's business or those of its competitors;
- Actual or perceived limitations on the Company's ability to raise capital when the Company requires it, and to raise such capital on favorable terms;
- Conditions or trends in the industry;
- Litigation;
- Changes in market valuations of other similar companies;
- Future sales of Common Shares;
- Departure of key personnel or failure to hire key personnel; and
- General market conditions.

Any of these factors could have a significant and adverse impact on the market price of the Company's Common Shares and/or warrants. In addition, the stock market in general has at times experienced extreme volatility and rapid decline that has often been unrelated or disproportionate to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of the Company's Common

Shares and/or warrants, regardless of its actual operating performance.

SRAX may sell a large number of shares, resulting in substantial diminution to the value of shares held by existing shareholders.

Pursuant to the non-redeemable convertible notes and Series C Convertible Preferred Stock, the Company is prohibited from delivering a conversion notice to SRAX to the extent that the issuance of shares would cause SRAX to beneficially own more than 4.99% of the Company's then-outstanding Common Shares. These restrictions; however, do not prevent SRAX from selling Common Shares received in connection with the non-redeemable convertible notes and Series C Convertible Preferred Stock and then receiving additional Common Shares in connection with a subsequent issuance. In this way, SRAX could sell more than 4.99% of the outstanding Common Shares in a relatively short time frame while never holding more than 4.99% at any one time. As a result, existing shareholders and new investors could experience substantial diminution in the value of their Common Shares. Additionally, the Company does not have the right to control the timing and amount of any sales by SRAX of the shares issued under the non-redeemable convertible notes and Series C Convertible Preferred Stock.

Certain provisions of the General Corporation Law of the State of Delaware may have anti-takeover effects, which may make an acquisition of the Company by another company more difficult.

The Company is subject to the provisions of Section 203 of the General Corporation Law of the State of Delaware, which prohibits a Delaware corporation from engaging in any business combination, including mergers and asset sales, with an interested shareholder (generally, a 15% or greater shareholder) for a period of three years after the date of the transaction in which the person became an interested shareholder, unless the business combination is approved in a prescribed manner. The operation of Section 203 may have anti-takeover effects, which could delay, defer or prevent a takeover attempt that a holder of the Company's Common Shares might consider in its best interest.

Provisions of the Company's certificate of incorporation and bylaws may delay or prevent a takeover which may not be in the best interests of the Company's shareholders.

Provisions of the Company's certificate of incorporation and its bylaws may be deemed to have anti-takeover effects, which include when and by whom special meetings of the Company's shareholders may be called, and may delay, defer or prevent a takeover attempt. Further, the Company's certificate of incorporation, as amended, authorizes the issuance of up to one million (1,000,000) shares of preferred stock with such rights and preferences as may be determined from time to time by the Company's board of directors in their sole discretion. The Company's board of directors may, without shareholder approval, issue series of preferred stock with dividends, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of the Company's Common Shares.

Substantial Number of Authorized but Unissued Shares

The Company has twelve billion (12,000,000,000) Common Shares that may be issued by the Board without further action or approval of the Company's shareholders. 7,010,000,000 of those Common Shares are currently issued and outstanding. While the Board is required to fulfill its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

Dilution

Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute shareholders' voting power and reduce future potential earnings per Common Share. The Company intends to sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Common Shares) and may issue additional equity securities to finance its operations, development, acquisition or other projects. Substantial additional financing may be required by the Company. The Company cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in the Company's earnings per Common Share.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Equity Compensation

The Company has historically, to a significant extent, compensated employees, contractors and service providers with equity compensation to the extent practicable. The Company may face difficulties in the future engaging service providers, consultants or employees who are willing to be compensated with equity of the Company rather than cash, which could result in a material adverse impact on the Company and its business in the future. Additionally, compensation in the form of equity of the Company will result in current shareholders of the Company suffering dilution of their voting power, and experiencing potential dilution in the Company's earnings per Common Share.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing.

PROMOTERS

Nadav Elituv may be considered to be a promoter of the Company in that Mr. Elituv took the initiative in organizing the business of the Company. For additional information about Mr. Elituv's security holdings of the Company, please refer to "*Directors and Executive Officers*" and "*Executive Compensation*".

Other than as disclosed under the heading "*Executive Compensation*" in this Prospectus, Mr. Elituv has not received, directly or indirectly, anything of value, including money, property, contracts, options or rights of any kind from the Company or its subsidiaries, and neither the Company nor its subsidiaries have received any assets, services or other consideration from Mr. Elituv in return.

LEGAL PROCEEDINGS

To the best of the Company's knowledge, information and belief, the Company has not been subject to any material legal proceedings since incorporation, nor is the Company or any of its properties a party to or the subject of any such proceedings, and no such proceedings are known to be contemplated. The Company may be involved in routine, non-material litigation arising in the ordinary course of business, from time to time.

REGULATORY ACTIONS

To the best of the Company's knowledge, there have not been any penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority since its incorporation, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No material conflict of interest, either direct or indirect, is currently known to exist with respect to any proposed transaction, or any transaction consummated over the three years before the date of this Prospectus, that has affected or will materially affect the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Company's auditor is Sadler, Gibb & Associates, LLC located at 344 West 13800 South, Suite 250, Draper, UT 84020.

Transfer Agent and Registrar

The Registrar and Transfer Agent for the Company is Transhare Corporation. The Company is in the process of identifying an additional transfer agent located in Canada.

MATERIAL CONTRACTS

The following are the only material contracts, other than those contracts entered into in the ordinary course of business, which the Company has entered into since the beginning of the last financial year before the date of this Prospectus, or entered into prior to such date but which contract is still in effect.

- Line of Credit (See "*Three-Year History – 2021 and 2022*").
- Platform Account Agreement with SRAX (See "*Three-Year History – 2020*").

Copies of the above material contract, may be inspected during ordinary business hours at the Company's Canadian head office, which is located at 1035 Queensway East, Mississauga, Ontario, Canada L4Y 4C1 and will be filed, as required, via SEDAR (available at www.sedar.com).

EXPERTS

Except as disclosed below, no person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any associate or affiliate of the Company.

Sadler, Gibb & Associates, LLC, have audited the Company's financial statements included in this prospectus and registration statement to the extent and for the periods set forth in their audit report. Sadler, Gibb & Associates, LLC has presented their report with respect to the Company's audited financial statements. The report of Sadler, Gibb & Associates, LLC is included in reliance upon their authority as experts in accounting and auditing.

OTHER MATERIAL FACTS

Other than as set out elsewhere in this Prospectus, there are no other material facts about the Company and its securities which are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Company and its securities.

FINANCIAL STATEMENT DISCLOSURE FOR ISSUERS

The following financial statements are attached to this Prospectus:

Audited Financial Statements

- Report of Independent Registered Public Accounting Firms for the years ended December 31, 2021 and 2020
- Management's discussion and analysis of operations and financial position and outlook as at and for the year ended December 31, 2021 and December 31, 2020.

APPENDIX A – FINANCIAL STATEMENTS AND MD&A

FINANCIAL STATEMENTS

TWO HANDS CORPORATION
INDEX
December 31, 2021 and 2020

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 balance sheets of Two Hands Corporation ("the Company") as of December 31, 2021 and 2020, the related statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2021 and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph Regarding Going Concern
The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the 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 financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 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 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 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 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 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 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 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 Derivative Liabilities

Critical Audit Matter Description

As described further in Notes 2, 7, and 8 to the financial statements, the Company determined that the conversion features of its convertible notes and certain warrants issued in conjunction with financing arrangements required to be accounted for as derivative liabilities. The derivative liabilities are recorded at fair value when issued and subsequently re-measured to fair value each reporting period. The Company utilized a binomial option pricing model to determine the fair value of the derivative liabilities, which uses certain assumptions related to exercise price, term, expected volatility, and risk-free interest rate.

How the Critical Audit Matter was Addressed in the Audit

We determined the assessment of the fair values of the derivative liabilities as a critical audit matter due to the significant judgements used by the Company in determining the fair value of the derivative liabilities. Auditing the valuation of the derivative liabilities involved a high degree of auditor judgement and specialized skills and knowledge were needed.

Our audit procedures consisted of the following, among others:

- Testing management's process for developing the fair value measurement.
- Evaluating the appropriateness of the binomial option model used by the Company to value the derivative liabilities.
- Testing the reasonableness of the assumptions used by the Company in the binomial option model including exercise price, term, expected volatility, and risk-free interest rate.
- Testing the accuracy and completeness of data used by the Company in developing the assumptions use in the binomial option model.
- Developing an independent expectation for comparison to the Company's estimate which included developing our own binomial option model and assumptions.

Professionals with specialized skill and knowledge were utilized by the Firm to assist in the evaluation of the Company estimate of fair value and development of our own independent expectation.

Issuance and Valuation of Preferred Stock

Critical Audit Matter Description

As described Note 12 to the financial statements, the Company issue preferred stock for services and to satisfy liabilities.

How the Critical Audit Matter was Addressed in the Audit

We determined the evaluation of the accounting for the issuance Preferred Stock to be a critical audit matter due to the complexity of the instruments themselves and the complexity involved in the Company's determination of the appropriate accounting for the instrument. Auditing the accounting for the issuance of the Preferred Stock 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 embedded conversion feature and classification and presentation of the instrument as a whole in the consolidated balance sheet, 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 expense related to the issuance Preferred Stock for future services.

- Evaluating the reasonableness of conclusions made by the Company in regard to the recognition of gain or loss to extinguish liabilities.

Professionals with specialized skill and knowledge were utilized by the Firm to assist in the evaluation of the Company's accounting for the issuance of the Preferred Stock.

/s/ Sadler, Gibb & Associates, LLC

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

Draper, UT
March 31, 2022

TWO HANDS CORPORATION
CONSOLIDATED BALANCE SHEETS

	December 31, 2021	December 31, 2020
ASSETS		
Current assets		
Cash	$ 533,295	$ 21,843
Accounts receivable, net	163,197	41,097
Taxes receivable	24,563	8,824
Inventory	154,848	—
Prepaid expense	732,945	891,889
Total current assets	1,608,848	963,653
Property and equipment, net	6,974	3,444
Right-of-use asset	33,612	—
Total assets	$ 1,649,434	$ 967,097
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 498,428	$ 162,536
Non-redeemable convertible notes, net	—	75,040
Due to related party	39,985	106,928
Notes payable	6,103	83,332
Convertible note, net	—	7,833
Derivative liabilities	—	172,261
Right-of-use liability	8,482	—
Total current liabilities	552,998	607,930
Long-term liabilities		
Promissory note	210,527	85,796
Promissory notes - related party	—	194,485
Non-redeemable convertible notes, net	517,717	766,949
Right-of-use liability	25,130	—
Total long-term liabilities	753,374	1,047,230
Total liabilities	1,306,372	1,655,160
Commitments and Contingencies	—	—
Temporary equity		
Series A convertible preferred stock; $0.01 par value; 200,000 shares designated, 189,500 and 30,000 shares issued and outstanding, respectively	595,122	33,000
Series B convertible preferred stock; $0.01 par value; 100,000 shares designated, 21,000 and 4,000 shares issued and outstanding, respectively	1,564,100	1,520,000
Series C convertible preferred stock; $0.001 par value; 30,000 shares designated, 10,000 shares and 5,000 shares issued and outstanding, respectively	1,130,952	542,857
Series D convertible preferred stock; $0.001 par value; 200,000 shares designated, 40,000 shares and 0 shares issued and outstanding, respectively	789,006	—
Total temporary equity	4,079,180	2,095,857

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, 6,000,000,000 and 695,575,506 shares issued and outstanding, respectively	600,002	69,560
Additional paid-in capital	57,552,415	42,703,888
Common stock to be issued	336,000	336,000
Accumulated other comprehensive income	4,870	0
Accumulated deficit	(62,229,405)	(45,893,368)
Total stockholders' deficit	(3,736,118)	(2,783,920)
Total liabilities and stockholders' deficit	$ 1,649,434	$ 967,097

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

TWO HANDS CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the year ended December 31,	
	2021	**2020**
Sales	$ 930,096	$ 159,025
Cost of goods sold	832,816	138,405
Gross profit	97,280	20,620
Operating expenses		
General and administrative	3,267,279	5,525,609
Total operating expenses	3,267,279	5,525,609
Loss from operations	(3,169,999)	(5,504,989)
Other income (expense)		
Amortization of debt discount and interest expense	(357,213)	(239,312)
Loss on settlement of debt	(12,890,764)	(2,053,055)
Initial derivative expense	(126,322)	(258,863)
Change in fair value of derivative liabilities	208,261	390,157
Total other income (expense)	(13,166,038)	(2,161,073)
Net loss	$ (16,336,037)	$ (7,666,062)
Net loss per common share - basic and diluted	$ (0.01)	$ (0.04)
Weighted average number of common shares outstanding - basic and diluted	2,820,093,528	206,466,594

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

TWO HANDS CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
For the years ended December 31, 2021 and 2020

	Common Stock Shares	Common Stock Amount	Common Stock to be Issued	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance, December 31, 2020	695,575,506	$ 69,560	$ 336,000	$ 42,703,888	$ —	$ (45,893,368)	$ (2,783,920)
Stock issued for conversion of non-redeemable convertible notes	4,552,595,410	455,260	—	12,872,448	—	—	13,327,708
Stock issued for conversion of convertible notes	214,329,084	21,432	—	531,002	—	—	552,434
Stock issued for the conversion of Series C Stock	250,000,000	25,000	—	540,477	—	—	565,477
Stock issued for consulting	240,500,000	24,050	—	785,950	—	—	810,000
Stock issued for officer and director compensation	47,000,000	4,700	—	118,650	—	—	123,350
Foreign exchange gain	—	—	—	—	4,870	—	4,870
Net loss	—	—	—	—	—	(16,336,037)	(16,336,037)
Balance, December 31, 2021	**6,000,000,000**	**$ 600,002**	**$ 336,000**	**$ 57,552,415**	**$ 4,870**	**$ (62,229,405)**	**$ (3,736,118)**

	Common Stock Shares	Common Stock Amount	Common Stock to be Issued	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance, December 31, 2019	6,267,340	$ 627	$ —	$36,857,580	$ —	$ (38,227,306)	$ (1,369,099)
Stock issued for conversion of	315,665,264	31,569	—	1,907,875	—	—	1,939,444

non-redeemable convertible notes							
Stock issued for conversion of convertible notes	91,031,792	9,103	—	543,994	—	—	553,097
Stock issued for warrant liability settlement	2,000,000	200	—	111,600	—	—	111,800
Stock issued for prepaid	29,111,110	2,911	336,000	386,089	—	—	725,000
Stock issued for consulting	97,500,000	9,750	—	1,015,350	—	—	1,025,100
Stock issued for officer and director compensation	154,000,000	15,400	—	1,881,400	—	—	1,896,800
Net loss	—	—	—	—	—	(7,666,062)	(7,666,062)
Balance, December 31, 2020	**695,575,506**	**$ 69,560**	**$ 336,000**	**$42,703,888**	**$ —**	**$ (45,893,368)**	**$ (2,783,920)**

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

TWO HANDS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31,	
	2021	**2020**
Cash flows from operating activities		
Net loss	$ (16,336,037)	$ (7,666,062)
Adjustments to reconcile net loss to cash used in operating activities		
Depreciation and amortization	4,215	1,482
Bad debts	20,960	—
Amortization of prepaid expense	1,328,317	2,135,449
Stock-based compensation	1,043,350	2,921,900
Amortization of debt discount	357,213	239,312
Loss on settlement of debt	12,890,764	2,053,055
Initial derivative expense	126,322	258,863
Change in fair value of derivative liabilities	(208,261)	(390,157)
Change in operating assets and liabilities		
Accounts and taxes receivable	(159,882)	(38,695)
Prepaid expense	(15,958)	—
Inventory	(156,376)	—
Accounts payable and accrued liabilities	549,816	170,424
Net cash used in operating activities	(555,557)	(314,429)
Cash flows from investing activities		
Purchase of property and equipment	(5,425)	(2,229)
Net cash used in investing activities	(5,425)	(2,229)
Cash flow from financing activities		
Advances by related party	135,378	100,159

Repayment of advances to related party	(127,375)	(86,649)
Proceeds from notes payable	15,439	152,040
Repayments of notes payable	—	(117,170)
Reduction in ROU liability	(2,316)	—
Proceeds from issuance of shares	789,006	—
Proceeds from promissory notes	19,137	—
Proceeds from non-redeemable convertible	15,823	—
Proceeds from convertible notes	225,000	290,000
Net cash provided by financing activities	1,070,092	338,380
Change in foreign exchange	2,342	(172)
Net change in cash	511,452	21,550
Cash, beginning of the period	21,843	293
Cash, end of the period	$ 533,295	$ 21,843
Cash paid during the year		
Interest paid	$ 448	$ —
Income taxes paid	$ —	$ —
Supplemental disclosure of non-cash investing and financing activities		
Stock issued to settle accounts payable and accrued liabilities	$ 496,222	$ —
Stock issued to settle non-redeemable convertible notes	$ 13,327,708	$ 1,939,444
Stock issued to settle convertible notes	$ 552,435	$ 553,097
Stock issued for prepaids	$ 1,153,571	$ 1,267,857
Initial debt discount from derivative	$ 225,000	$ 290,000
Stock issued for warrant liability	$ —	$ 111,800
Right-of-use asset	$ 45,444	$ —
Transfer of notes payable to promissory notes	$ 91,192	$ —
Transfer of accounts payable and accrued liabilities to promissory notes	$ 26,050	$ —
Transfer of due to related party to promissory notes	$ 19,572	$ —

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

Two Hands Corporation
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2021 and 2020

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.

The operations of the business are carried on by Two Hands Canada Corporation (formerly I8 Interactive Corporation), a wholly-owned subsidiary of the Company, incorporated under the laws of Canada on February 7, 2014.

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.

COVID-19

The recent outbreak of the coronavirus COVID-19 has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures have had and will continue to have a material adverse impact on global economic conditions as well as on the Company's business activities. The extent to which COVID-19 may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in the Canada, United States and other countries to contain and treat the disease. These events are highly uncertain and, as such, the Company cannot determine their financial impact at this time. No adjustments have been made to the amounts reported in these consolidated financial statements as a result of this matter.

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, 2021, the Company incurred a net loss of $16,336,037 and used cash in operating activities of $555,557, and on December 31, 2021, had stockholders' deficit of $3,736,118. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for a period 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. The Company is unable to predict the effect, if any, that the coronavirus COVID-19 global pandemic may have on its access to the financing markets. 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 (formerly I8 Interactive 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.

CASH AND CASH EQUIVALENTS

For 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 are recorded at the invoiced amount and do not bear interest. Accounts receivable are reduced by an allowance for doubtful accounts, which is the Company's best estimate of the amount of credit losses inherent in its existing accounts receivable. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. The Company writes off accounts receivable against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

The allowance for doubtful accounts at December 31, 2021 and 2020 is $68,873 and $0, 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 interim periods. Any significant adjustment that results from the reconciliation with annual physical inventory is disclosed.

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 year ended December 31, 2021 and 2020, the Company had revenue of $930,096 and $159,025 respectively. In 2021, the Company recognized revenue of $161,707 from the sale of groceries to consumers via the gocart.city online grocery delivery application and $768,389 from the sale of dry goods and produce to other businesses. In 2020, the Company recognized revenue of $42,593 from the sale of groceries to consumers via the gocart.city online grocery delivery application, $112,751 from the sale of dry goods and produce to other businesses and $3,681 from the sale of computer equipment.

RESEARCH AND DEVELOPMENT COSTS

Software development costs are included in research and development and are expensed as incurred. FASB ASC Topic 350 *Intangibles—Goodwill and Other* requires that software development costs incurred subsequent to reaching technological feasibility be capitalized, if material. If the process of developing a new product or major enhancement does not include a detailed program design, technological feasibility is determined only after completion of a working model. To date, the period between achieving technological feasibility and the general availability of such software has been short, and the software development costs qualifying for capitalization have been insignificant. The Company recorded research and development expense of $0 and $0 for the years ended December 31, 2021 and 2020, respectively.

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 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.

DERIVATIVE LIABILITY

In accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Paragraph 815-15-25-1 the conversion feature and certain other features are considered embedded derivative instruments, such as a conversion reset provision, a penalty provision and redemption option, which are to be recorded at their fair value as its fair value can be separated from the convertible note and its conversion is independent of the underlying note value. The Company records the resulting discount on debt related to the conversion features at initial transaction and amortizes the discount using the effective interest rate method over the life of the debt instruments. The conversion liability is then marked to market each reporting period with the resulting gains or losses shown in the statements of operations.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The Company follows ASC Section 815-40-15 (“Section 815-40-15”) to determine whether an instrument (or an embedded feature) is indexed to the Company’s own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument’s contingent exercise and settlement provisions.

The Company evaluates its convertible debt, options, warrants or other contracts, if any, to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 and Section 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then that the related fair value is reclassified to equity.

The Company utilizes the binomial option pricing model to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The binomial option pricing model includes subjective input assumptions that can materially affect the fair value estimates. The expected volatility is estimated based on the most recent historical period of time equal to the remaining contractual term of the instrument granted.

On October 1, 2021, the Company adopted a sequencing policy under Accounting Standards Codification (“ASC”) 815-40-35 *Derivatives and Hedging* (“ASC 815”) whereby in the event that reclassification of contracts from equity to assets or liabilities is necessary pursuant to ASC 815 due to the Company’s inability to demonstrate it has sufficient authorized shares as a result of certain securities convertible or exchangeable for a potentially indeterminable number of shares, shares will be allocated on the basis of the earliest issuance date of potentially dilutive instruments, with the earliest grants receiving the first allocation of shares. Pursuant to ASC 815, issuances of securities to the Company’s employees or directors are not subject to the sequencing policy.

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. On December 31, 2021 and 2020, we excluded the common stock issuable upon conversion of non-redeemable convertible notes, convertible notes, Series A Stock, Series B Stock, Series C Stock, Series D Stock and common stock to be issued of 5,919,672,901 shares and 8,379,046,549 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 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 results of operations.

Effective October 1, 2021, the Company changed the functional currency of its Company's Canadian subsidiary, Two Hands Canada Corporation (formerly I8 Interactive Corporation), to the Canadian dollar from United States dollar. The change in functional currency is due to the increase of Canadian dollar dominated activities over time including sales, operating costs and share subscriptions. The change in functional currency is accounted for prospectively. 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.

Derivative liabilities are measured at fair value on a recurring basis using Level 3 inputs.

The following tables present assets and liabilities that are measured and recognized at fair value as on a recurring basis:

	December 31, 2021		
	Level 1	Level 2	Level 3
Description	$	$	$
Derivative liabilities	—	—	—

Description	December 31, 2020 Level 1 $	Level 2 $	Level 3 $
Derivative liabilities	—	—	172,261

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, 2014. 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 June 10, 2014, the Company agreed to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable issued to The Cellular Connection Ltd. during the period from February 22, 2013 to June 10, 2014 with a total carrying value $42,189. The issue price of the Note is $42,189 with a face value of $54,193 and the Note has an original maturity date of December 31, 2014 which is subject to automatic annual renewal. 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 for 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 the maturity date, the outstanding face amount of the Note shall increase by 20% on January 1, 2015. The outstanding face value of the Note shall increase by another 20% on January 1, 2016 and again on each one-year anniversary of the Note until the Note has been paid in full. During the year ended December 31, 2020, the Company elected to convert $2,252 of principal and interest into 22,524,864 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $890,986 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 $0 and $376 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $0 and $0, respectively. This Note has been paid in full.

On September 1, 2016, Doug Clark, former Chief Executive Officer and related party, assigned the Side Letter Agreement ("Note") dated June 10, 2014 with a total carrying value $382,016 to DC Design Inc. ("DC Design"). On September 1, 2016, the Company entered into an amended Side Letter Agreement with DC Design to amend and add certain terms to the Side Letter Agreement and advances from the period from June 25, 2014 to December 24, 2014. Under the terms of the amended Side Letter Agreement, the issue price of the Note is $174,252 with an interest rate 20% per annum and an original maturity date of December 31, 2017 which is subject to automatic annual renewal. In addition, on September 30, 2019, the Company and DC Design entered into an Agreement to change the original maturity date of the Note to December 31, 2021. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.003 per share of the Company's common stock. The Note allows for the lender to secure a portion of the Company assets up to 200% of the face value of the note. During the year ended December 31, 2021, the Company elected to convert $39,612 of principal and interest into 13,204,000 shares of common stock of the Company at a fixed conversion price of $0.003 per share. This conversion resulted in a gain on debt settlement of $6,602 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 $6,602 and $5,502 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $0 and $33,010 (face value of $33,010 less $0 unamortized discount), respectively. This Note has been paid in full.

On January 8, 2018, the Company entered into a Side Letter Agreement ("Note") with The Cellular Connection Ltd., to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $14,930 issued by the Company during the period of June 2014 and December 2017. The issue price of the Note is $14,930 with a face value of $17,916 and the Note has an original maturity date of December 31, 2018 which is subject to automatic annual renewal. On September 30, 2019, the Company and The Cellular Connection Ltd. entered into an Agreement to change the original maturity date of the Note to December 31, 2021. 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 for the lender to secure a portion of the Company assets up to 200% of the face value of the Note. During the year ended December 31, 2020, the Company elected to convert $25,799 of principal and interest into 257,990,370 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $892,297 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 $0 and $4,300 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $0 and $0, respectively. This Note has been paid in full.

On January 8, 2018, 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 $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 for 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 the maturity date, the outstanding face amount of the Note shall increase by 20% on January 1, 2022. During the year ended December 31, 2020, the Company elected to convert $1,400 of principal and interest into 14,000,000 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $58,800 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, 2021, the Company elected to convert $286,957 of principal and interest into 2,869,570,627 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $7,693,428 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 $84,069 and $70,291 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $217,457 (face value of $217,457 less $0 unamortized discount) and $420,344 (face value of $420,344 less $0 unamortized discount), respectively.

On April 12, 2018, the Company entered into a Side Letter Agreement ("Note") with Jordan Turk to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $45,000 issued by the Company during the period of March 19, 2018 to April 12, 2018. The issue price of the Note is $45,000 with a face value of $54,000 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 for the lender to secure a portion of the Company assets up to 200% of the face value of the Note. During the year ended December 31, 2020, the Company elected to convert $2,000 of principal and interest into 20,000,000 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $62,000 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, 2021, the Company elected to convert $90,048 of principal and interest into 900,480,000 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $2,918,242 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 $15,008 and $12,840 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $0 and $75,040 (face value of $75,040 less $0 unamortized discount), respectively. This Note has been paid in full.

On May 10, 2018, the Company entered into a Side Letter Agreement ("Note") with 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 for the lender to secure a portion of the Company assets up to 200% of the face value of the Note. During the year ended December 31, 2021, the Company elected to convert $40,100 of principal and interest into 401,000,000 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $846,100 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 $12,096 and $10,080 for the year ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $32,476 (face value of $32,476 less $0 unamortized discount) and $60,480 (face value of $60,480 less $0 unamortized discount), respectively.

On September 13, 2018, the Company entered into a Side Letter Agreement ("Note") with 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 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 for the lender to secure a portion of the Company assets up to 200% of the face value of the Note. The consolidated statement of operations includes interest expense of $13,824 and $11,520 for the year ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $82,944 (face value of $82,944 less $0 unamortized discount) and $69,120 (face value of $69,120 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 for 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 the maturity date, the outstanding face amount of the Note shall increase by 20% on January 1, 2022. The consolidated statement of operations includes interest expense of $30,807 and $25,672 for the year ended December 31, 2021 and 2020, respectively. On December 31, 2021 and 2020, the carrying amount of the Note is $184,841 (face value of $184,841 less $0 unamortized discount) and $154,034 (face value of $154,034 less $0 unamortized discount), respectively.

On January 31, 2019, the Company entered into a Side Letter Agreement ("Note") with The Cellular Connection Ltd. to amend and add certain terms to unsecured, non-interest bearing, due on demand notes payable totaling $20,885 issued by the Company during the period of January 23, 2018 to October 16, 2018. The issue price of the Note is $20,885 with a face value of $25,062 and the Note has an original maturity date of December 31, 2019 which is subject to automatic annual renewal. On September 30, 2019, the Company and The Cellular Connection Ltd. entered into an Agreement to change the original maturity date of the Note to December 31, 2021. 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 for the lender to secure a portion of the Company assets up to 200% of the face value of the Note. During the year ended December 31, 2020, the Company elected to convert $115 of principal and interest into 1,150,030 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $3,795 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, 2021, the Company elected to convert $35,952 of principal and interest into 359,517,254 shares of common stock of the Company at a fixed conversion price of $0.0001 per share. These conversions resulted in a loss on debt settlement of $1,357,400 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 $5,992 and $5,012 for the year ended December 31, 2021 and 2020, respectively. On

December 31, 2021 and 2020, the carrying amount of the Note is $0 and $29,960 (face value of $29,960 less $0 unamortized discount), respectively. This Note has been paid in full.

On January 20, 2021, the Company entered into a Side Letter Agreement ("Note") with Francesco Bisignano for cash proceeds of $15,823. The issue price of the Note is $15,823 with a face value of $23,735. At the option of the Company, the Company may convert principal and interest at a fixed conversion price of $0.0034 per share of the Company's common stock.. During the year ended December 31, 2021, the Company elected to convert $23,735 of principal and interest into 8,823,529 shares of common stock of the Company at a fixed conversion price of $0.0034 per share. This conversion resulted in a loss on debt settlement of $2,736 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 $7,912 and $0 for the years ended December 31, 2021 and 2020, respectively. On December 31, 2021, the carrying amount of the Note is $0. This Note has been paid in full.

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 3.75 years at December 31, 2021. The weighted-average discount rate was 3.96% at December 31, 2021.

The Company's operating leases expires in 2025. The following shows the undiscounted cash flows for the remaining years under operating lease at December 31, 2021:

Year ending December 31,		**Operating Lease Commitments**
2022	$	10,950
2023		10,950
2024		10,950
2025		8,212
Total operating lease commitments		41,062
Less: imputed interest		(7,450)
Total right-of-use liability	$	33,612

The Company's discounted current right-of-use lease liability and discounted non-current right-of-use lease liability at December 31, 2021 is $8,482 and $25,130, respectively.

NOTE 5 – NOTES PAYABLE

As of December 31, 2021 and 2020, notes payable due to Stuart Turk, Jordan Turk and The Cellular Connection Limited, a corporation controlled by Stuart Turk, totaling $6,103 and $83,332, respectively, were outstanding. The balances are non-interest bearing, unsecured and have no specified terms of repayment.

During the year ended December 31, 2021, $15,439 for expenses paid on behalf of the Company and the Company settled notes payable of $91,192 by issuing promissory notes.

During the year ended December 31, 2020, notes payable were issued for $137,415 of expenses paid on behalf of the Company and $14,626 of cash was advanced to the Company and notes payable were repaid by the Company with $117,170 of cash.

NOTE 6 – PROMISSORY NOTES

Promissory Notes

As of December 31, 2021 and 2020, promissory notes of $210,527 (principal $186,672 and interest of $23,855) and $85,796 (principal $76,263 and interest of $9,533), respectively, were outstanding. The promissory notes bears interest of 10% per annum, are unsecured and mature on December 31, 2025.

During the year ended December 31, 2021, the Company issued promissory notes of $136,379 for $19,137 of cash advanced to the Company and $91,192 to settle notes payable and $26,050 to settle accounts payable. The Company issued shares of Series B Convertible Preferred Stock with a fair value of $27,022 to settle a promissory note and accrued interest. Promissory note holders on June 29, 2021 agreed to extend the maturity of notes to December 31, 2025.

Promissory Notes – Related Party

As of December 31, 2021 and 2020, promissory notes – related party of $0 and $194,485 (principal $172,876 and interest of $21,609), 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 Nadav Elituv, the Company's Chief Executive Officer. The Company issued shares of Series A Convertible Preferred Stock with a fair value of $229,885 to settle promissory notes and accrued interest.

During the year ended December 31, 2021, the Company issued promissory notes – related party of $19,572 for $3,400 to settle accrued liabilities and $16,172 of expenses paid on behalf of the Company.

NOTE 7 – CONVERTIBLE NOTE

Firstfire Global Opportunities Fund, LLC

On March 1, 2019, the Company entered into a Securities Purchase Agreement with Firstfire Global Opportunities Fund, LLC, (“Holder”) relating to the issuance and sale of a Senior Convertible Note (the “Note”) with an original principal amount of $200,000 less an original issue discount of $20,000 and transaction costs of $5,000 bearing a 7% annual interest rate and maturing September 1, 2020 for $175,000 in cash. The Note and accrued interest, at the option of the Holder, is convertible into common shares of the Company at $0.10 per share. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at the lessor of (i) $0.10 per share or (ii) a variable conversion price calculated at 65% of the market price defined as the lowest trading price during the ten trading day period ending on the latest trading day prior to the conversion date. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 115% of the original principal amount plus interest, between 90 days and 120 days at 120% of the original principal amount plus interest and between 120 days and 180 days at 130% of the original principal amount plus interest. Thereafter, the Company does not have the right of prepayment. During the year ended December 31, 2020, the Holder converted 2,695,000 shares of common stock of the Company with a fair value of $208,285 to settle principal and interest of $106,232 ($94,232 of principal and $12,000). The conversions resulted in the settlement of derivative liabilities of $153,668 and a loss on settlement of debt of $48,097. On December 31, 2021 and 2020, the Note was recorded at amortized cost of $0 and $0, respectively. This Note has been paid in full.

Power Up Lending Group Ltd.

On February 3, 2020 the Company entered into a Securities Purchase Agreement with Power Up Lending Group Ltd. (“Holder”) relating to the issuance and sale of a Senior Convertible Note (the “Note”) with an original principal amount of $103,000 less transaction costs of $3,000 bearing an 8% annual interest rate and maturing July 31, 2021 for $100,000 in cash. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 65% 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. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 118% of the original principal amount plus interest, between 91 days and 120 days at 123% of the original principal amount plus interest, between 121 days and 180 days at 129% of the original principal amount plus interest and after 181 days 175% of the original principal amount plus interest. From August 5, 2020 to August 24, 2020, the Holder converted 29,392,037 shares of common stock of the Company with a fair value of $145,312 to settle principal and interest of $107,120 ($103,000 of principal and $4,120). The conversions resulted in the settlement of derivative liabilities of $131,380 and a loss on settlement of debt of $490. On December 31, 2021 and 2020, the Note was recorded at amortized cost of $0 and $0, respectively. This Note has been paid in full.

On April 14, 2020 the Company entered into a Securities Purchase Agreement with Power Up Lending Group Ltd. ("Holder") relating to the issuance and sale of a Senior Convertible Note (the "Note") with an original principal amount of $68,000 less transaction costs of $3,000 bearing an 8% annual interest rate and maturing October 14, 2021 for $65,000 in cash. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 65% 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. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 118% of the original principal amount plus interest, between 91 days and 120 days at 123% of the original principal amount plus interest, between 121 days and 180 days at 129% of the original principal amount plus interest and after 181 days 175% of the original principal amount plus interest. During the year ended December 31, 2020, the Holder converted 36,290,909 shares of common stock of the Company with a fair value of $108,885 to settle principal and interest of $70,720 ($68,000 of principal and $2,720). The conversions resulted in the settlement of derivative liabilities of $90,117 and a loss on settlement of debt of $9,486. On December 31, 2021 and 2020, the Note was recorded at amortized cost of $0 and $0, respectively. This Note has been paid in full.

On July 13, 2020 the Company entered into a Securities Purchase Agreement with Power Up Lending Group Ltd. ("Holder") relating to the issuance and sale of a Senior Convertible Note (the "Note") with an original principal amount of $53,000 less transaction costs of $3,000 bearing an 8% annual interest rate and maturing July 13, 2021 for $50,000 in cash. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 65% 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. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 118% of the original principal amount plus interest, between 91 days and 120 days at 123% of the original principal amount plus interest, between 121 days and 180 days at 129% of the original principal amount plus interest and after 181 days 175% of the original principal amount plus interest. From January 15, 2021 to January 19, 2021, the Holder converted 30,622,223 shares of common stock of the Company with a fair value of $98,262 to settle principal and interest of $55,120. The conversions resulted in the settlement of derivative liabilities of $64,501 and a loss on settlement of debt of $25,604. On December 31, 2021 and 2020, the Note was recorded at amortized cost of $0 and $5,274 (comprised of principal of $53,000 plus accrued interest of $1,986 less debt discount of $49,712), respectively. This Note has been paid in full.

On September 11, 2020 the Company entered into a Securities Purchase Agreement with Power Up Lending Group Ltd. ("Holder") relating to the issuance and sale of a Senior Convertible Note (the "Note") with an original principal amount of $78,000 less transaction costs of $3,000 bearing an 8% annual interest rate and maturing March 11, 2022 for $75,000 in cash. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder's option at a variable conversion price calculated at 65% 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. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 118% of the original principal amount plus interest, between 91 days and 120 days at 123% of the original principal amount plus interest, between 121 days and 180 days at 129% of the original principal amount plus interest and after 181 days 175% of the original principal amount plus interest. From March 15, 2021 to March 16, 2021, the Holder converted 33,050,000 shares of common stock of the Company with a fair value of $119,865 to settle principal and interest of $81,120. The conversions resulted in the settlement of derivative liabilities of $89,884 and a loss on settlement of debt of $17,437. On December 31, 2021 and 2020, the Note was recorded at amortized cost of $0 and $2,559 (comprised of principal of $78,000 plus accrued interest of $1,898 less debt discount of $77,339), respectively. This Note has been paid in full.

Crown Bridge Partners, LLC

On January 20, 2020, the Company entered into an Equity Purchase Agreement ("Agreement") with Crown Bridge Partners, LLC, ("Holder"). In conjunction with the Agreement the Company entered into a Convertible Promissory Note ("Note") for the commitment fee due to the Holder with an original principal amount of $25,000 bearing an 8% annual interest rate and maturing July 20, 2020. The Note and accrued interest, at the option of the Holder, is convertible into common shares of the Company at the Holder's option at the lessor of (i) at a fixed conversion price of $0.20 per share or (ii) at a variable conversion price, while this Note is outstanding, at the greatest discount to market price of the shares of common stock of the Company in effect for other promissory notes outstanding for the Company. The greatest discount to market price is calculated at 65% of the market price defined as the lowest trading price during the ten trading day period ending on the latest trading day prior to the conversion date. The Company may prepay the Note in cash within 90 days of date of issue, at 118% of the original principal amount plus interest. On July 20, 2020, the Note went into default for non-payment. Due to the default, in accordance with the original terms of the Note, on July 20, 2020 outstanding principal and interest at was increased by 36% to $36,720 resulting in a loss on extinguishment of $21,546 (increase in principal and interest of $10,724 and increase in derivative liability of $10,822) and interest rate on the Note was increased to 12% per annum. On August 31, 2020, the Holder issued 10,400,000 shares of common stock of the Company with a fair value of $41,600 to settle principal of $19,104. The conversions resulted in the settlement of derivative liabilities of $26,332 and a gain on settlement of debt of $3,825. On October 8, 2020, the Holder issued 12,253,846 shares of common stock of the Company with a fair value of $49,015 to settle principal of $18,102. The conversions resulted in the settlement of derivative liabilities of $31,829 and a gain on settlement of debt of $916. On December 31, 2021 and 2020, the Note was recorded at amortized cost of $0 and $0, respectively. This note have been paid in full.

Redstart Holdings Corp.

On February 23, 2021, the Company entered into a Securities Purchase Agreement with Redstart Holdings Corp. (“Holder”) relating to the issuance and sale of a Convertible Note (the “Note”) with an original principal amount of $153,000 less transaction costs of $3,000 bearing an 8% annual interest rate and maturing August 23, 2022 for $150,000 in cash. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 65% 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. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 118% of the original principal amount plus interest, between 91 days and 120 days at 123% of the original principal amount plus interest, between 121 days and 180 days at 129% of the original principal amount plus interest and after 181 days 175% of the original principal amount plus interest. From August 25, 2021 to August 30, 2021, the Holder converted 83,195,322 shares of common stock of the Company with a fair value of $228,323 to settle principal and interest of $159,120. The conversions resulted in the settlement of derivative liabilities of $108,249 and a loss on settlement of debt of $40,086. On December 31, 2021, the Note was recorded at amortized cost of $0. This Note has been paid in full.

Geneva Roth Remark Holdings Inc.

On May 27, 2021, the Company entered into a Securities Purchase Agreement with Geneva Roth Remark Holdings Inc. (“Holder”) relating to the issuance and sale of a Convertible Note (the “Note”) with an original principal amount of $78,750 less transaction costs of $3,750 bearing an 8% annual interest rate and maturing May 27, 2022 for $75,000 in cash. After 180 days after the issue date, the Note together with any unpaid accrued interest is convertible into shares of common stock of the Company at the Holder’s option at a variable conversion price calculated at 65% 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. The Company may prepay the Note in cash, if repaid within 90 days of date of issue, at 118% of the original principal amount plus interest, between 91 days and 120 days at 123% of the original principal amount plus interest, between 121 days and 180 days at 129% of the original principal amount plus interest and after 181 days 175% of the original principal amount plus interest. From December 1, 2021 to December 2, 2021, the Holder converted 67,461,539 shares of common stock of the Company with a fair value of $105,985 to settle principal and interest of $81,900. The conversions resulted in the settlement of derivative liabilities of $52,689 and a gain on settlement of debt of $3,667. On December 31, 2021, the Note was recorded at amortized cost of $0. This Note has been paid in full.

NOTE 8 - CONVERTIBLE PROMISSORY NOTE DERIVATIVE LIABILITIES

The Convertible Promissory Notes with Power Up Lending Group Ltd., Redstart Holdings Corp. and Geneva Roth Remark Holdings Inc. with issue dates of July 13, 2020, September 11, 2020, February 23, 2021 and May 27, 2021 are accounted for under ASC 815. The variable conversion price is not considered predominantly based on a fixed monetary amount settleable with a variable number of shares due to the volatility and trading volume of the Company’s common stock. The Company’s convertible promissory note derivative liabilities have been measured at fair value using the binomial model.

The inputs into the binomial models are as follows:

	December 31, 2019	January 20, 2020	February 3, 2020	April 14, 2020	July 13, 2020	September 11, 2020	December 31, 2020
Closing share price	$0.20	$0.18	$0.115	$0.0559	$0.0105	$0.0037	$0.0031
Conversion price	$0.0683	$0.0488	$0.0587	$0.0338	$0.0068	$0.0024	$0.0019
Risk free rate	1.60%	1.57%	1.60%	2.40%	0.16%	0.13%	0.09% to 0.10%
Expected volatility	294%	351%	434%	330%	294%	270%	228% to 284%
Dividend yield	0%	0%	0%	0%	0%	0%	0%
Expected life	0.67 years	0.5 years	1.49 years	1.5 years	1.0 years	1.5 years	0.53 to 1.19 years

	February 23, 2021	May 27, 2021	December 2, 2021
Closing share price	$0.0068	$0.0026	$0.0014
Conversion price	$0.0037	$0.0017	$0.0011
Risk free rate	0.13%	0.13%	0.08%
Expected volatility	276%	194%	152%
Dividend yield	0%	0%	0%
Expected life	1.5 years	1.0 years	0.48 years

The fair value of the convertible promissory note derivative liability relating to the Notes issued to Power Up Lending Group Ltd., Redstart Holdings Corp. and Geneva Roth Remark Holdings Inc on July 13, 2020, September 11, 2020, February 23, 2021 and May 27, 2021 is $0 (2020 - $172,261, 2019 - $266,989), of which $225,000 (2020 - $315,000) was recorded as a debt discount and the remainder of $126,322 (2020 - $258,863) was recorded as initial derivative expense. During the year ended December 31, 2021, the convertible promissory note derivative liability was reduced by $315,322 (2020 - $422,492) for settlement of derivative liabilities due to conversion of the Notes into common stock by the Holders. The decrease in the fair value of the conversion option derivative liability of $208,261 (2020 - $246,098) is recorded as a loss in the consolidated statements of operations for the year ended December 31, 2021.

NOTE 9 – WARRANT LIABILITY

In conjunction with the issuance of the Senior Convertible Note with Firstfire Global Opportunities Fund, LLC (the "Note") on March 1, 2019, the Company issued 1,000,000 warrants with an exercise price of $0.20 and a term of two years. The warrants are subject to down round and other anti-dilution protections. The warrant is tainted and classified as a liability as a result of the issuance of the Note since there is a possibility during the life of the warrant the Company would not have enough authorized shares available if the warrant is exercised. The Company's warrant liability has been measured at fair value using the binomial model.

The inputs into the binomial models are as follows:

	December 31, 2019	April 14, 2020
Closing share price	$0.20	$0.0559
Exercise price	$0.20	$0.20
Risk free rate	1.59%	1.59%
Expected volatility	338%	310%
Dividend yield	0%	0%
Expected life	1.17 years	0.88 years

The fair value of the warrant liability on December 31, 2019 was $185,560. The decrease in the fair value of the warrant liability of $144,059 is recorded as a gain in the consolidated statements of operations for the year ended December 31, 2020. The fair value of the warrant liability is $0 and $0 on December 31, 2021 and 2020, respectively.

On April 14, 2020, the Company issued 2,000,000 shares of common stock with a fair value of $111,800 to fully settle the 1,000,000 warrants issued in conjunction with the issuance of the Senior Convertible Note with Firstfire Global Opportunities Fund, LLC on March 1, 2019. The issue of the shares resulting in a loss on settlement of warrant liability of $70,299.

NOTE 10 – RELATED PARTY TRANSACTIONS

As of December 31, 2021 and 2020, advances and accrued salary of $39,985 and $106,928, 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, 2021, the Company issued advances due to related party for $135,378 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $127,375 in cash. In addition, the Company accrued salary of $165,046 due to Nadav Elituv for the year ended December 31, 2021, issued shares of Series A Convertible Preferred Stock with a fair value of $222,317 to settled accrued salary due and issued a promissory note for $19,572 to settle due to related party.

During the year ended December 31, 2020, the Company issued advances due to related party of $94,944 for expenses paid on behalf of the Company and cash received of $5,215 and the Company repaid advance due to related party with $86,671 in cash.

During the year ended December 31, 2021, the Company paid Linus Creative Services, a business controlled by Bradley Southam, a director of the Company, $10,054 for advertising services.

Employment Agreements

On September 10, 2019, the Company executed an employment agreement for the period from July 1, 2019 to June 30, 2020 with Nadav Elituv, the Chief Executive Officer of the Company whereby the Company shall pay 50,000 shares of Common Stock of the Company and an annual salary of $151,200 payable monthly on the first day of each month from available funds. On November 1, 2019, this employment agreement was amended to include additional stock-based compensation comprising of 30,000 shares of Series A Convertible Preferred Stock. On December 20, 2019, January 29, 2020, February 28, 2020, March 30, 2020 and April 30, 2020 the employment agreement was further amended to include additional stock-based compensation comprising of 873,609 shares, 1,000,000 shares, 1,000,000 shares, 2,500,000 shares and 2,000,000 shares of common stock of the Company, respectively.

On August 7, 2020, the Company executed an employment agreement for the period from July 1, 2020 to June 30, 2021 with Nadav Elituv, the Chief Executive Officer of the Company whereby the Company shall pay 50,000,000 shares of Common Stock of the Company and an annual salary of $151,200 payable monthly on the first day of each month from available funds. On June 30, 2021, there were no shares of common stock due Nadav Elituv under the employment agreement.

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, 60,000,000 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 December 31, 2021, there were 40,000,000 shares of common stock due Nadav Elituv under the employment agreement.

Stock-based compensation – salaries expense related to these employment agreements for the year ended December 31, 2021 and 2020 is $198,850 and $491,950, respectively. Stock-based compensation – salaries expense was recognized ratably over the requisite service period.

NOTE 11 - INCOME TAXES

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

	2021	2020
Net loss before income taxes per consolidated financial statements	$ (16,336,037)	$ (7,666,062)
Income tax rate	21%	21%
Income tax recovery	(3,430,600)	(1,610,000)
Non-deductible share-based payments	497,400	1,062,100
Non-deductible interest	75,000	50,300
Loss on settlement of debt	2,707,100	431,200
Initial derivative expense	26,500	54,400
Change in fair value of derivative expense	(43,100)	(82,000)
Valuation allowance change	167,700	94,000
Income tax expense (recovery)	$ —	$ —

The significant component of deferred income tax assets on December 31, 2021 and 2020 is as follows:

	2021	2020
Net operating loss carry-forward	$ 1,060,700	$ 893,000
Valuation allowance	(1,060,700)	(893,000)
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, 2021 and 2020 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 year ended December 31, 2021 and 2020 and no interest or penalties have been accrued as of December 31, 2021 and 2020. As of December 31, 2021 and 2020, 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 12 – 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 (i) convertible into one thousand (1,000) shares of common stock of the Company and (ii) 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 thirty thousand (30,000) 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 $0.002 per share, 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 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 March 31, 2021, the Company issued 30,000 shares of Series A Convertible Preferred Stock with a fair value of $110,000 ($3.67 per share) to settle accrued salary due to Nadav Elituv, the Chief Executive Officer of the Company.

On June 24, 2021, the Company issued 10,000 shares of Series C Convertible Preferred Stock with a fair value of $1,153,571 for prepaid advertising expense.

On July 1, 2021, the Company issued 30,000 shares of Series A Convertible Preferred Stock with a fair value of $110,000 ($3.67 per share) for stock-based compensation due to Nadav Elituv, the Chief Executive Officer of the Company.

From September 1, 2021 to September 17, 2021, the Company issued 40,000 shares of Series D Convertible Preferred Stock for $789,006 ($1,000,000 CAD) in cash.

On September 30, 2021, the Company issued 30,000 shares of Series A Convertible Preferred Stock with a fair value of $97,500 ($3.25 per share) to settle accrued liabilities for compensation due to Nadav Elituv, the Chief Executive Officer of the Company.

On November 15, 2021, the Company issued 69,500 shares of Series A Convertible Preferred Stock with a fair value of $244,622 ($3.52 per share) to settle accrued liabilities for compensation due to Nadav Elituv, the Chief Executive Officer of the Company.

On November 15, 2021, the Company issued 17,000 shares of Series B Convertible Preferred Stock with a fair value of $44,100 ($2.59 per share) to settle accounts payable and promissory note.

Series A Stock, Series B Stock Series C Stock and Series D Stock has been classified as temporary equity (outside of permanent equity) on the consolidated balance sheet on December 31, 2021 and 2020 because other tainting contracts such as convertible notes have inadequate available authorized shares of the Company for settlement.

NOTE 13 - STOCKHOLDERS' EQUITY

Effective January 3, 2022, pursuant to stockholder consent, the Board of Directors authorized an amendment to the Certificate of Incorporation of the Company, as amended, to increase the authorized shares of common stock from 6,000,000,000 shares to 12,000,000,000 shares. The increase in authorized shares of common stock has been accounted for retrospectively in these consolidated financial statements.

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 June 11, 2021, the board of directors and the majority shareholder approved the increase in the number of authorized shares of common stock from 3,000,000,000 to 6,000,000,000.

During the year ended December 31, 2021, the Company elected to convert $516,404 of principal and interest of non-redeemable convertible notes into 4,552,595,410 shares of common stock of the Company with a fair value of $13,327,708 resulting in a loss of extinguishment of debt of $12,811,304.

During the year ended December 31, 2021, the Holders of the Senior Convertible Notes issued on July 13, 2020, September 11, 2020, February 26, 2021 and May 27, 2021 elected to convert $377,260 of principal and interest into 214,329,084 shares of common stock of the Company with a fair value of $552,434 resulting in a loss of extinguishment of debt of $79,460.

During the year ended December 31, 2021, the Holders of Series C Stock election to convert 5,000 shares of Series C Stock into 250,000,000 shares of common stock.

During the year ended December 31, 2021, the Company issued 240,500,000 shares of common stock for stock-based compensation for consulting services with a fair value of $810,000.

During the year ended December 31, 2021, the Company issued 47,000,000 shares of common stock for stock-based compensation for officers and directors with a fair value of $123,350.

During the year ended December 31, 2020, the Holders of the Senior Convertible Notes issued on March 1, 2019, January 20, 2020, February 3, 2020 and April 14, 2020 elected to convert $302,438 of principal and $18,840 of interest into 91,031,792 shares of common stock of the Company with a fair value of $553,097 resulting in a loss on extinguishment of debt of $53,332.

On April 14, 2020, the Company issued 2,000,000 shares of common stock with a fair value of $111,800 to fully settle the 1,000,000 warrants issued in conjunction with the issuance of the Senior Convertible Note with Firstfire Global Opportunities Fund, LLC on March 1, 2019. The issue of the shares resulting in a loss on settlement of warrant liability of $70,299.

On May 7, 2020, The Company issued 11,111,111 shares of common stock with a fair value of $200,000 for a subscription to an online marketing platform to support the gocart.city grocery delivery application.

During the year ended December 31, 2020, the Company issued 17,999,999 shares of common stock and incurred an obligation to issue 32,000,001 shares of common stock for prepaid stock-based compensation for consulting services with a fair value of $525,000.

During the year ended December 31, 2020, the Company issued 97,500,000 shares of common stock for stock-based compensation for consulting services with a fair value of $1,025,100.

During the year ended December 31, 2020, the Company issued 154,000,000 shares of common stock for stock-based compensation due to officer and directors with a fair value of $1,896,800.

During the year ended December 31, 2020, the Company elected to convert $31,569 of principal and interest of non-redeemable convertible notes into 315,665,264 shares of common stock of the Company with a fair value of $1,939,444 resulting in a loss of extinguishment of debt of $1,907,875.

Common stock to be issued

On December 31, 2021 and 2020, the Company had an obligation to issue 32,000,001 shares of common stock valued at $336,000 and 32,000,001 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 50,000,000 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.

2021 Stock Incentive Plan

On October 1, 2021, the Board of Directors approved the 2021 Stock Incentive Plan (the "2021 Plan") to attract and retain the best available personnel, to provide additional incentive to employees, directors and consultants, and to promote the success of the Company's business. Pursuant to the 2020 Plan, the Board may grant incentive stock options, non-qualified stock options, stock appreciation rights, restricted shares and restricted share units. to eligible persons. The maximum aggregate number of shares of common stock with respect to which awards granted under the Plan shall not exceed 200,000,000. At December 31, 2021, there are 0 shares of common stock available under the 2021 Plan.

NOTE 14 – SUBSEQUENT EVENTS

During the period from January 1, 2022 to March 30, 2022, the Company elected to convert $101,000 of principal and interest of non-redeemable convertible notes into 1,010,000,000 shares of common stock of the Company with a fair value of $685,000 resulting in a loss of extinguishment of debt of $584,000.

On March 26, 2022, the Company agreed to issue 10,500 shares of Series A Convertible Preferred Stock for compensation to Nadav Elituv, the Chief Executive Officer of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS AND FINANCIAL POSITION AND OUTLOOK AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2021 AND DECEMBER 31, 2020

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. 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.

gocart.city

gocart.city is the Company's online delivery marketplace, allowing consumers to shop online and have their groceries delivered. The gocart.city online platform stores all inventory in the Company's warehouse located at its head office in Mississauga. The aim of gocart.city is to deliver fresh and high-quality food products directly to retail consumers throughout Southern Ontario. The Company recently engaged local renowned chef, Grace DiFede, to curate a new line of meal kits and bundles to sell on the gocart.city platform alongside the Company's other grocery essentials.

The gocart.city platform is available online and through applications for handheld devices supporting iOS or Android. The features and functions of gocart.city include customers having the ability to search for products by category and name, customers saving items in their cart and being able to share their cart with others, and being able to opt-in to digital weekly alerts that provide information on promotions and discounts on certain products. gocart.city also includes standard payment options for customers, such as PayPal, American Express and Visa.

The Company also employs a social media manager to oversee and increase engagement with customers by using platforms such as Facebook, Twitter, Instagram and Google. The ads that are posted on these platforms are generic branding related to the Company, as well as the promotion of particular sale items. Moreover, the Company has agreements with SRAX, Inc. and Adfuel Media Inc. to boost such engagement.

Grocery Originals

Grocery Originals is the Company's brick-and-mortar grocery store located in Mississauga Ontario at the site of the Company's warehouse. Grocery Originals was originally intended for curbside pickup but has expanded into a full service store, that includes a deli, cold storage, a stone pizza oven, and offering a wide variety of fresh and specialty meals curated by Grace Di Fede.

Cuore Food Services

Cuore Food Services is the Company's wholesale food distribution branch. Cuore Food Services uses inventory from the Company's warehouse as well as inventory it acquires on an ad hoc basis, and focuses on bulk delivery of goods to food service business such as restaurants, hotels, event planning/hosting businesses. Orders distributed through Cuore Food Services can be made over the phone or online through a different front-end of the gocart.city platform.

The operations of the business are carried on by I8 Interactive Corporation, a wholly-owned subsidiary of the Company, incorporated under the laws of Canada on February 7, 2014.

Management's Plan of Operation

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.

The performance of the Company’s business during the COVID-19 pandemic illustrates the flexibility of its model as the Company was able to meet heightened demand with an assortment of products that met customer preferences. The Company is still early-on in its development but sees a highly scalable business with lower corporate fixed costs, providing protection in the event of an economic downturn.

Products and Services

The Company plans to continue to expand it reach to additional customers and geographies across Canada and continue to enhance its product offering with fresh, natural and organic foods.

Mobile Application

V2 of the gocart.city mobile application will be a subsequent release. The Company plans to further expand the features of the mobile application. Following the completion of V2 of the mobile application, the Company will consider user behaviour and plans to expand the functionality and features of the mobile application on an on-going basis going forward.

Operations and Logistics

The company plans to expand storage and warehousing, expand warehouse staff, add more delivery trucks and expand the delivery area.

Sales and Marketing

The Company plans on utilizing and leveraging its agreement with SRAX, Inc. and Adfuel Media Inc. to market its grocery delivery application and services and expand its footprint in the Ontario region and beyond as its customer base grows.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the Financial Statements and accompanying notes. Estimates are used for, but not limited to, the accounting for the allowance for doubtful accounts, inventories, impairment of long-term assets, stock-based compensation, income taxes and loss contingencies. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies, among others, may be impacted significantly by judgment, assumptions and estimates used in the preparation of the Financial Statements:

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.

DERIVATIVE LIABILITY

In accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Paragraph 815-15-25-1 the conversion feature and certain other features are considered embedded derivative instruments, such as a conversion reset provision, a penalty provision and redemption option, which are to be recorded at their fair value as its fair value can be separated from the convertible note and its conversion is independent of the underlying note value. The Company records the resulting discount on debt related to the conversion features at initial transaction and amortizes the discount using the effective interest rate method over the life of the debt instruments. The conversion liability is then marked to market each reporting period with the resulting gains or losses shown in the statements of operations.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The Company follows ASC Section 815-40-15 ("Section 815-40-15") to determine whether an instrument (or an embedded feature) is indexed to the Company's own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions.

The Company evaluates its convertible debt, options, warrants or other contracts, if any, to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 and Section 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then that the related fair value is reclassified to equity.

The Company utilizes the binomial option pricing model to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The binomial option pricing model includes subjective input assumptions that can materially affect the fair value estimates. The expected volatility is estimated based on the most recent historical period of time equal to the remaining contractual term of the instrument granted.

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.

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, 2014. 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.

COMPARISON OF RESULTS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Sales, Cost of goods sold, Gross profit:

	Years ended December 31		Change	
	2021	2020		
	$	$	$	%
Sales	930,096	159,025	771,071	485
Cost of goods sold	832,816	138,405	694,411	502
Gross profit	97,280	20,620	76,660	372
Gross profit %	10.5%	13.0%		

Breakdown of sales by branch:

	Years ended December 31		Change	
	2021	2020		
	$	$	$	%
gocart.city – online delivery	161,707	42,593	119,114	280
Grocery Originals and Cuore Food Service – retail and wholesale distribution	768,389	112,751	655,638	581
Other	—	3,681	(3,681)	(100)
Total sales	930,096	159,025	771,071	485

The gocart.city grocery delivery application was released in early June 2020 and gocart.city wholesale commenced sale of dry goods and produce to other businesses in July 2020. Our current gross profit is within expectations of the Company as we provide incentives such as coupons to obtain new customers.

Operating expenses:

	Years ended December 31		Change	
	2021	2020		
	$	$	$	%
Salaries and benefits	400,676	1,972,400	(1,571,724)	(80)
Occupancy expense	63,570	26,573	36,997	139
Advertising and travel	108,929	86,976	21,953	25
Auto expenses	52,459	8,717	43,742	502
Consulting	2,354,036	3,095,802	(741,766)	(24)
Depreciation and Amortization	1,898	1,482	416	28
Design	14,708	11,321	3,387	30
Office and general expenses	115,627	105,902	9,725	9
Professional fees	155,376	216,436	(61,060)	(28)
Research and development	—	—	—	
Total operating expenses	3,267,279	5,525,609	(2,258,330)	(41)

Our total operating expenses for the year ended December 31, 2021 was $3,267,279, compared to $5,525,609 for the twelve months ended December 31, 2020, respectively. The decrease in total operating expense is primarily due to a decrease in stock-based compensation paid to officers, directors and consultants.

Total operating expense includes stock-based compensation for the year ended December 31, 2021 and 2020 which comprises of 240,500,000 and 97,500,000 shares of common stock issued valued at $810,000 and $1,025,100, respectively for consulting services.

On December 19, 2019, the Company issued 4,000 shares of Series B Convertible Preferred Stock with a fair value of $1,520,000 ($380 per share) for consulting services to be provided from December 19, 2019 to December 19, 2020.

On June 24, 2021, the Company agreed to issue 10,000 shares of Series C Convertible Preferred Stock with a fair value of $1,153,571 ($115.35 per share) for a one-year subscription with SRAX, Inc. to an online marketing platform to support the gocart.city grocery delivery application.

On October 7, 2020, the Company agree to issue 5,000 shares of Series C Convertible Preferred Stock with a fair value of $542,847 ($108.57 per share) for a one-year subscription with SRAX, Inc. to an online marketing platform to support the gocart.city grocery delivery application.

Total operating expense also includes stock-based compensation for the year ended December 31, 2021 and 2020 which comprises of 47,000,000 and 154,000,000 shares of common stock issued valued at $123,350, and $1,896,800, respectively, for salaries and compensation for our officers and directors.

Salaries and benefits for the year ended December 31, 2021, comprise primarily of stock issued to officers and directors with a fair value of $233,350 and salary to Nadav Elituv, our Chief Executive Officer, of $129,600. Salaries and benefits for the year ended December 31, 2020, comprise primarily of stock issued to officers and directors with a fair value of $1,896,800 and accrued but unpaid salary to Nadav Elituv, our Chief Executive Officer, of $75,600.

Advertising and travel includes expenses for online advertising, website, meals and entertainment.

For the year ended December 31, 2021, consulting comprises primarily stock-based compensation expense (i) $1,065,818 for the expenditure of advertising credits with SRAX, Inc. (ii) $532,500 for consulting fees and (iii) $540,000 paid to contractors to manage our grocery business.

For the year ended December 31, 2020, consulting comprises primarily stock-based compensation expense (i) $265,934 for the expenditure of advertising credits with SRAX, Inc. (ii) $1,869,515 for consulting fees and startup costs and (iii) $887,500 paid to contractors to manage our grocery business.

The increase in office and general expense is due to rent and administrative costs at our 1035 Queensway East, Mississauga, Ontario, Canada location. There are no comparable expenses in 2020.

Professional fees comprise of audit, legal, filing fees and contract accountant.

Other income (expense):

	Years ended December 31		Change	
	2021	2020		
	$	$	$	%
Amortization of debt discount and interest expense	(357,213)	(239,312)	(117,901)	49
Loss on settlement of debt	(12,890,764)	(2,053,055)	(10,837,709)	528
Initial derivative expense	(126,322)	(258,863)	132,541	(51)
Change in fair value of derivative liabilities	208,261	390,157	(181,896)	(47)
Total operating expenses	(13,166,038)	(2,161,073)	(11,004,965)	509

Amortization of debt discount and interest expense for the year ended December 31, 2021 was $357,213, compared to $239,312 for the year ended December 31, 2020. Amortization of debt discount and interest expense relates to the issuance of non-redeemable convertible notes, convertible notes and promissory notes.

During the years ended December 31, 2021 and 2020, the Company elected to convert $516,404 and $31,569 of principal and interest of a non-redeemable convertible note into 4,552,595,410 and 315,665,264 shares of common stock of the Company resulting in a loss on settlement of debt of $12,811,303 and $1,907,879, respectively.

During the years ended December 31, 2021 and 2020, the holders of the convertible notes also elected to convert 214,329,084 shares and 91,031,792 shares of the Company with a fair value of $552,435 and $553,097 resulting in a loss on settlement of debt of $79,460 and $74,878, respectively.

On April 14, 2020, the Company issued 2,000,000 shares of common stock with a fair value of $111,800 to fully settle the 1,000,000 warrants issued in conjunction with the issuance of the Senior Convertible Note with Firstfire Global Opportunities Fund, LLC on March 1, 2019. The issue of the shares resulting in a loss on settlement of warrant liability of $70,299.

Initial derivative expense of $126,322 for the year ended December 31, 2021 represents the difference between the fair value of the total embedded derivative liability of $351,322 and the cash received of $225,000 for the convertible note issued on February 23, 2021 and May 27, 2021.

Initial derivative expense of $258,863 for the year ended December 31, 2020 represents the difference between the fair value of the total embedded derivative liability of $573,863 and the cash received of $290,000 and commitment fee of $25,000 for the convertible notes issued on January 20, 2020, February 3, 2020, April 14, 2020, July 13, 2020 and September 11, 2020.

During the year ended December 31, 2021 and 2020, the gain (loss) due to the change in fair value of derivative liabilities was $208,261 and 390,157, respectively.

Net loss for the period:

	Years ended December 31		Change	
	2021	2020		
	$	$	$	%
Net loss for the period	(16,336,037)	(7,666,062)	(8,669,975)	113

Our net loss for year ended December 31, 2021 was $16,336,037, compared to $7,666,062 for the year ended December 31, 2020, respectively. Our losses during the years ended December 31, 2021 and 2020 are primarily due to costs associated with professional fees, our transfer agent, investor relations, stock-based compensation paid to officers, directors and consultants, loss on settlement of debt and the issuance of a convertible notes.

QUARTERLY RESULTS OF OPERATIONS

The following is a summary of selected quarterly information that has been derived from the financial statements of the Company. This summary should be read in conjunction with the consolidated financial statements of the Company.

Quarter Ended	**December 31, 2021**	**September 30, 2021**	**June 30, 2021**	**March 31, 2021**	**December 31, 2020**	**September 30, 2020**	**June 30, 2020**	**March 31, 2020**
Sales	$324,748	$241,417	$174,774	$189,157	$96,194	$54,838	$7,993	$0
Gross profit	$19,117	$39,808	$19,808	$18,547	$16,320	$2,344	$1,956	$0
Operating expenses	($1,270,225)	($693,259)	($446,806)	($856,989)	($836,932)	($1,626,144)	($1,195,530)	($1,867,003)
Other income (expense)	($2,155,703)	($7,397,246)	($1,560,110)	($2,052,979)	($626,383)	($629,210)	($320,193)	($585,287)
Net loss for the period	($3,406,811)	($8,050,697)	($1,987,108)	($2,891,421)	($1,446,995)	($2,253,010)	($1,513,767)	($2,452,290)
Basic and diluted net loss per share	($0.001)	($0.003)	($0.00)	($0.00)	($0.003)	($0.012)	($0.02)	($0.16)

LIQUIDITY AND CAPITAL RESOURCES

For the year ended December 31, 2021

Cash flows used in operating activities

	Year ended December 31		Change	
	2021	2020		
	$	$	$	%
Net cash used in operating activities	(555,557)	(314,429)	(241,128)	77

Our net cash used in operating activities for the year ended December 31, 2021 and 2020 is $555,557 and $314,429, respectively. Our net loss for the year ended December 31, 2021 of $16,336,037 was the main contributing factor for our negative cash flow. We were able to mostly offset the cash used in operating activities by using our stock to pay for expenses such as amortization of prepaid expense of $1,328,317, stock-based compensation of $1,043,350, amortization of debt discount of $357,213, loss on debt settlement of $12,890,764 and initial derivative expense of $126,322.

Cash flows used in investing activities

	Year ended December 31		Change	
	2021	2020		
	$	$	$	%
Net cash used in investing activities	(5,425)	(2,229)	(3,196)	143

Our net cash (used in) provided by investing activities for the year ended December 31, 2021 and 2020 is ($5,425) and ($2,229), respectively. Our investing activities are purchases of computer and office equipment.

Cash flows from financing activities

	Year ended December 31		Change	
	2021	2020		
	$	$	$	%
Net cash from financing activities	1,070,092	338,380	731,712	216

Our net cash provided by financing activities for the year ended December 31, 2021 and 2020 is $1,070,092 and $338,380, respectively. The increase in cash from financing activities is due to the issuance of 40,000 shares of Series D Stock for $789,006 in cash.

As of December 31, 2021, we had cash of $533,295, working capital of $1,055,850 and total liabilities of $1,306,372. We believe our current cash balance is sufficient to fund our operations during the next 12 months (i) as the Company does not expect significant cash outlays for advertising in the next year as there are $564,677 in advertising credits with SRAX, Inc. included in prepaid expense (ii) because on June 29, 2021 debt holders with carrying value of $1,190,320 agreed to extend the maturity of debt previously classified as current liabilities to December 31, 2025 and (iii) we expect to reduce the cash expended on contractors in the next year as we plan to pay them in shares of the Company.

Our working capital as of December 31, 2021 and 2020 is as follows:

	December 31, 2021	**December 31, 2020**
Current assets	$ 1,608,848	$ 963,653
Current liabilities	552,998	607,930
Working capital	$ 1,055,850	$ 355,723

The Company is continuing to focus improving cash flows from operations by reducing incentives to customers, by making purchases from different suppliers, accelerating the collection of accounts receivable, managing accounts payable balances and by paying our officers, directors, consultants and staff with our stock.

The Company's financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. During the year ended December 31, 2021, the Company incurred a net loss of $16,336,037 and used cash in operating activities of $555,557 and on December 31, 2021, had stockholders' deficit of $3,736,118. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern within one year of the date that the financial statements are issued. The Company's independent registered public accounting firm, in their report on the Company's financial statements for the year ended December 31, 2021, expressed substantial doubt about the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that might result from the outcome of this uncertainty should we be unable to continue as a going concern.

Over the next 12 months we expect to expend approximately $281,500 in cash to implement our business plan.

	Cash Required to Implement of Business Plan
Estimated remaining prospectus costs	$ 50,000
Mobile application development	5,000
Operations and Logistics	40,000
General and Administration	186,500
Total Estimated Cash Expenditures	$ 281,500

We hope to be able to compensate our independent contractors with stock-based compensation, which will not require us to use our cash, although there can be no assurances that we will be successful in these efforts.

We believe we have sufficient cash to pay for our business plan and to pay for our other overhead costs for the next twelve months. If required, we expect to be able to secure additional capital through advances from our Chief Executive Officer, note holders, shareholders and others in order to pay expenses such as organizational costs, filing fees, accounting fees and legal fees, however, we do not have any written or oral agreements with any third parties which require them to fund our operations. Although there can be no assurances that we will be able to obtain such funds in the future, the Company has been able to secure financing to continue operations since its inception on April 3, 2009. We may be able to use our accounts receivable to secure additional debt and we are currently quoted on OTC Pink. The Company is unable to predict the effect, if any, that the coronavirus COVID-19 global pandemic may have on its access to the financing markets. If we need additional capital in the next twelve months and if we cannot raise such capital on acceptable terms, we may have to curtail our operations or terminate our business entirely.

The inability to obtain financing or generate sufficient cash from operations could require us to reduce or eliminate expenditures for developing products and services, or otherwise curtail or discontinue our operations, which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, to the extent that we raise additional capital through the sale of equity or convertible debt securities, the issuance of such securities may result in dilution to existing stockholders. If we raise additional funds through the issuance of debt securities, these securities may have rights, preferences and privileges senior to holders of our common stock and the terms of such debt could impose restrictions on our operations. Regardless of whether our cash assets prove to be inadequate to meet our operational needs, we may seek to compensate providers of services by issuing stock in lieu of cash, which may also result in dilution to existing stockholders.

We are currently funding our operations by way of cash advances from our Chief Executive Officer, note holders, shareholders and others. We hope to be able to compensate our independent contractors with stock-based compensation, which will not require us to use our cash, although there can be no assurances that we will be successful in these efforts. We expect that we will be required to raise an additional $500,000 in cash by issuing new debt or equity for operating costs in order to implement our business plan in the next twelve months. The funds are loaned to the Company as required to pay amounts owed by the Company. As such, our operating capital is currently limited to the personal resources of our Chief Executive Officer, note holders, shareholders and others. The loans from our Chief Executive Officer, note holders, shareholders and others are unsecured and non-interest bearing and have no set terms of repayment. Our common stock started trading over the counter and has been quoted on the Over-The Counter Bulletin Board since February 17, 2011. The stock currently trades under the symbol "TWOH.OB."

Commitments for future capital expenditures at December 31, 2021 is as follows:

Contractual obligations	Payments Due by Period Total $	Less than 1 year $	1 - 3 years $	4 – 5 years $	After 5 years $
Accounts payable and accrued liabilities	498,428	498,428	—	—	—
Debt	256,615	46,088	45,552	164,975	—
Non-redeemable convertible notes	517,717	—	—	517,717	—
Financial lease Obligations	—	—	—	—	—
Operating leases[(1)]	33,612	8,482	25,130	—	—
Purchase obligations	—	—	—	—	—
Total contractual obligations	1,306,372	552,998	70,682	682,692	—

Notes:

(1) Leases for retail space, equipment and warehousing is currently month to month. Deliveries are currently outsourced.

OPERATING CAPITAL AND CAPITAL EXPENDITURE REQUIREMENTS

We are currently funding our operations by way of cash advances from our Chief Executive Officer, note holders, shareholders and others. We hope to be able to compensate our independent contractors with stock-based compensation, which will not require us to use our cash, although there can be no assurances that we will be successful in these efforts. We expect that we will be required to raise an additional $200,000 in cash by issuing new debt or equity for operating costs in order to implement our business plan in the next twelve months. The funds are loaned to the Company as required to pay amounts owed by the Company. As such, our operating capital is currently limited to the personal resources of our Chief Executive Officer, note holders, shareholders and others. The loans from our Chief Executive Officer, note holders, shareholders and others are unsecured and non-interest bearing and have no set terms of repayment. Our common stock started trading over the counter and has been quoted on the Over-The Counter Bulletin Board since February 17, 2011. The stock currently trades under the symbol “TWOH.OB.”

RELATED PARTY TRANSACTIONS

Years ended December 31, 2021 and 2020

Due to Related Party

As of December 31, 2021 and 2020, advances and accrued salary of $39,985 and $106,928, 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, 2021, the Company issued advances due to related party for $135,378 of expenses paid on behalf of the Company and advances due to related party were repaid by the Company with $127,375 in cash. In addition, the Company accrued salary of $165,046 due to Nadav Elituv for the year ended December 31, 2021, issued shares of Series A Convertible Preferred Stock with a fair value of $222,317 to settled accrued salary due and issued a promissory note for $19,572 to settle due to related party.

During the year ended December 31, 2020, the Company issued advances due to related party of $94,944 for expenses paid on behalf of the Company and cash received of $5,215 and the Company repaid advance due to related party with $86,671 in cash.

Promissory Notes – Related Party

As of December 31, 2021 and 2020, promissory notes – related party of $0 and $194,485 (principal $172,876 and interest of $21,609), 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 Nadav Elituv, the Company's Chief Executive Officer. The Company issued shares of Series A Convertible Preferred Stock with a fair value of $229,885 to settle promissory notes and accrued interest.

During the year ended December 31, 2021, the Company issued promissory notes – related party of $19,572 for $3,400 to settle accrued liabilities and $16,172 of expenses paid on behalf of the Company.

Our policy with regard to transactions with related persons or entities is that such transactions must be on terms no less favorable than could be obtained from non-related persons.

The above related party transactions are not necessarily indicative of the amounts that would have been incurred had a comparable transaction been entered into with an independent party. The terms of these transactions were more favorable than would have been attained if the transactions were negotiated at arm's length.

PROPOSED TRANSACTIONS

The Company is not anticipating any transactions.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Refer to Note 2 in the consolidated financial statements for the year ended December 31, 2021 and Note 2 in the consolidated financial statement for the year ended December 31, 2020 for information on accounting policies.

FINANCIAL INSTRUMENTS

The main risks of the Company's financial instrument are exposed to are credit risk, market risk, foreign exchange risk, and liquidity risk.

Credit risk

The Company's credit risk is primarily attributable to trade receivables. Trade receivables comprise of amounts due from other businesses from the sale of groceries and dry goods. The Company mitigates credit risk through approvals, limits and monitoring. The amounts disclosed in the consolidated balance sheet are net of allowances for expected credit losses, estimated by the Company's management based on past experience and specific circumstances of the customer. The Company manages credit risk for cash by placing deposits at major Canadian financial institutions.

Market risk

Market risk is the risk that changes in market prices and interest rates will affect the Company's net earnings or the value of financial instruments. These risks are generally outside the control of the Company. The objective of the Company is to mitigate market risk exposures within acceptable limits, while maximizing returns. The Company's market risk consists of risks from changes in foreign exchange rates, interest rates and market prices that affect its financial liabilities, financial assets and future transactions.

Refer to Note 2 in the consolidated financial statements for the year ended December 31, 2021 and Note 2 in the consolidated financial statements.

Foreign Exchange risk

Our revenue is derived from operations in Canada. Our consolidated financial statements are presented in U.S. dollars and our liabilities other than trade payable are primarily due in U.S. dollars. The revenue we earn in Canadian dollars is adversely impacted by the increase in the value of the U.S. dollar relative to the Canadian dollar. On June 29, 2021 debt holders with carrying value of $1,190,320 agreed to extend the maturity of debt previously classified as current liabilities to December 31, 2025.

Liquidity risk

Liquidity risk relates to the risk the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The financial liabilities on our consolidated balance sheets consist of accounts payable and accrued liabilities, due to related party, notes payable, convertible notes, net, derivative liabilities, promissory notes, promissory notes – related party and non-redeemable convertible notes, Management monitors cash flow requirements and future cash flow forecasts to ensure it has access to funds through its existing cash and from operations to meet operational and financial obligations. On June 29, 2021 debt holders with carrying value of $1,190,320 agreed to extend the maturity of debt previously classified as current liabilities to December 31, 2025. The Company believes it has sufficient liquidity to meet its cash requirements for the next twelve months.

OUTSTANDING SHARE DATA

As of April 14, 2022, the following securities were outstanding:

Common stock: 7,010,000,000 shares
Series A Convertible Preferred Stock: 200,000 (Prior to filing the final prospectus, the Company will amend the certificate of incorporation to remove the vote multiplier of one hundred (100).)
Series B Convertible Preferred Stock: 21,000
Series C Convertible Preferred Stock: 10,000
Series D Convertible Preferred Stock: 40,000

APPENDIX B – CHARTER OF THE AUDIT COMMITTEE

TWO HANDS CORPORATION
AUDIT COMMITTEE CHARTER

1. RESPONSIBILITY

The Audit Committee is responsible for assisting the board of directors of the Company ("Board") in fulfilling its oversight responsibilities in relation to:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements as they relate to the Company's financial statements;
- the qualifications, independence and performance of the Company's external auditor (the "Auditor");
- the enterprise risk management process;
- internal control over financial reporting and disclosure controls and procedures;
- the performance of the Company's internal audit function; and
- performing the additional duties set out in this Charter or otherwise delegated to the Audit Committee by the Board.

2. MEMBERS

The Committee shall be comprised of a minimum three directors as determined by the Board, a majority of whom shall not be officers or employees of the Company or any of its Affiliates. If the Company ceases to be a "venture issuer" (as that term is defined in Multilateral Instrument 52-110 – Audit Committees), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a venture issuer then all members of the Committee shall also have accounting or related financial management expertise. All members of the Committee should have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3. CHAIR

Each year, the Board shall appoint one member to be Chair of the Audit Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed. The Board has adopted and approved a position description for the Chair which sets out his or her role and responsibilities.

4. TENURE

Each member shall hold office until his or her term as a member of the Audit Committee expires or is terminated.

5. QUORUM, REMOVAL AND VACANCIES

A majority of the Audit Committee's members shall constitute a quorum. Any member may be removed and replaced at any time by the Board. The Board shall fill vacancies in the Audit Committee by appointment from among the members of the Board. If a vacancy exists on the Audit Committee, the remaining members may exercise all powers so long as a quorum remains in office.

6. DUTIES

The Audit Committee shall have the duties set out below as well as any other duties that are specifically delegated to the Audit Committee by the Board.

(a) Appointment and Review of Auditor

The Auditor is ultimately accountable to the Audit Committee as representatives of the Shareholders. The Audit Committee has direct responsibility for overseeing the work of the Auditor. Accordingly, the Audit Committee shall evaluate and be responsible for the Company's relationship with the Auditor. Specifically, the Audit Committee shall:

- select, evaluate and nominate the Auditor for appointment or reappointment, as the case may be, by the Shareholders;
- review the Auditor's engagement letter;
- at least annually, obtain and review a report by the Auditor describing:
  - the Auditor's internal quality-control procedures; and
  - any material issues raised by the most recent internal quality-control review, peer review, review by any independent oversight body such as the Canadian Public Accountability Board or governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the Auditor, and the steps taken to deal with any issues raised in these reviews.

(b) Confirmation of Independence of Auditor

At least annually, and before the Auditor issues its report on the annual financial statements, the Audit Committee shall:

- ensure that the Auditor submits a formal written statement describing all relationships between the Auditor and the Company;
- discuss with the Auditor any disclosed relationships or services that may affect the objectivity and independence of the Auditor; and
- obtain written confirmation from the Auditor that it is objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs.

(c) Rotation of Engagement Partner/Lead Partners

The Audit Committee shall, after taking into account the opinions of management, evaluate the performance of the Auditor and the engagement partner/lead partners and shall rotate the engagement partner/lead partners when required or necessary.

(d) Pre-Approval of Non-Audit Services

The Audit Committee shall pre-approve the retaining of the Auditor for any non-audit service, provided that no approval shall be provided for any service that is prohibited under the rules of the Canadian Public Accountability Board or the Independence Standards of the Canadian Institute of Chartered Accountants. Before retaining the Auditor for any non- audit service, the Audit Committee shall consider the compatibility of the service with the Auditor's independence. The Audit Committee may pre-approve retaining the Auditor for the engagement of any non-audit services by establishing policies and procedures to be followed prior to the appointment of the Auditor for the provision of such non-audit services. In addition, the Audit Committee may delegate to one or more members the authority to pre-approve retaining the Auditor for any non-audit service to the extent permitted by applicable law.

(e) Communications with Auditor

The Audit Committee shall meet privately with the Auditor as frequently as the Audit Committee feels is appropriate for the Audit Committee to fulfill its responsibilities (which shall not be less frequently than quarterly) and to discuss any concerns of the Audit Committee or the Auditor, such as:

- matters that will be referred to in the Auditor's management letter;

- whether or not the Auditor is satisfied with the quality and effectiveness of the financial recording procedures and systems;
- the extent to which the Auditor is satisfied with the nature and scope of its examination and management's cooperation and responsiveness to matters arising from such examination.

(f) Review of Audit Plan

The Audit Committee shall review a summary of the Auditor's audit plan in advance of each audit.

(g) Review of Audit Fees

The Audit Committee has the direct responsibility for approving the Auditor's fees. In approving the Auditor's fees, the Audit Committee should consider, among other things, the number and nature of reports issued by the Auditors, the quality of the internal controls, the impact of the size, complexity and financial condition of the Company on the audit work plan, and the extent of internal audit and other support provided by the Company to the Auditor.

(h) Review of Annual Audited Financial Statements

The Audit Committee shall review the annual audited financial statements, together with the Auditor's report thereon and the related MD&A, before recommending them for approval by the Board, to assess whether or not they present fairly in all material respects, in accordance with Generally Accepted Accounting Principles in the United States of America (U.S. GAAP), the financial condition, results of operations and cash flows of the Company.

In conducting their review, the Audit Committee should:

- discuss the annual audited financial statements and MD&A with management and the Auditor;
- consider the quality of, and not just the acceptability of, the accounting principles applied, the reasonableness of management's judgments and estimates that have a significant effect upon the financial statements, and the clarity of the disclosures in the financial statements;
- discuss with the Auditor its report which addresses:
    - all critical accounting policies and practices to be used;
    - all alternative treatments of financial information within U.S. GAAP that have been discussed with management of the Company, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the Auditors; and
    - other material written communication between the Auditor and management of the Company, such as any management letter or schedule of unadjusted differences;
- discuss any analyses prepared by management and the Auditor that set out significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative U.S. GAAP;
- discuss the effect of off-balance sheet transactions, arrangements, obligations (including contingent liabilities) and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Company's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues and expenses;
- consider any changes in accounting practices or policies and their impact on financial statements of the Company;
- discuss with management, the Auditor and, if necessary, legal counsel, any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position of the Company, and the manner in which these matters have been disclosed in the financial statements;
- discuss with management and the Auditor correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies;

- discuss with the Auditor any special audit steps taken in light of any material weaknesses in internal control;
- discuss with the Auditor any difficulties encountered in the course of the audit work, including any restrictions on the scope of their procedures and access to requested information, accounting adjustments proposed by the Auditor that were not applied (because they were immaterial or otherwise), and significant disagreements with management;
- consider any other matter which in its judgment should be taken into account in reaching its recommendation to the Board concerning the approval of the financial statements;
- satisfy itself that appropriate accounting policies and practices have been selected and applied consistently; and
- satisfy itself that management has established appropriate procedures to comply with applicable legislation for the remittance of taxes, pension monies and employee remuneration.

(i) Review of Interim Financial Statements

The Audit Committee shall also engage the Auditor to review the interim financial statements prior to the Audit Committee's review of such financial statements. The Audit Committee should discuss the interim financial statements and related MD&A with management and the Auditor and, if satisfied that the interim financial statements present fairly in all material respects in accordance with IFRS the financial condition, results of operations and cash flows, recommend the interim financial statements and the related MD&A to the Board for approval.

(j) Other Financial Information

The Audit Committee shall review other financial-related releases, as well as the nature of any financial information and earnings guidance provided to analysts and rating agencies in accordance with the Company's disclosure policy. In addition, the Audit Committee shall satisfy itself that adequate procedures are in place for the review of the public disclosure of information extracted or derived from the Company's financial statements and must periodically assess the adequacy of those procedures.

(k) Review of Prospectuses and Other Regulatory Filings

The Audit Committee shall review all other financial statements of the Company that require approval by the Board before they are released to the public, including, without limitation, financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities. The Audit Committee shall review the Annual Information Form of the Company prior to its filing.

(l) Review of Related Party Transactions

The Audit Committee shall review all material proposed related party transactions that are not dealt with by a "special committee" of "independent directors" pursuant to securities law rules.

(m) Review of Internal Audit Services

The Audit Committee shall review the mandate of Internal Audit Services, the budget, planned activities and organizational structure of Internal Audit Services to ensure that it is independent of management and has sufficient resources to carry out its mandate.

The members shall meet privately with the senior officer in charge of internal audit as frequently as the Audit Committee feels is appropriate for the Audit Committee to fulfil its responsibilities, which shall not be less frequently than quarterly, to discuss any areas of concern to the Audit Committee or to the senior officer in charge of internal audit to confirm that:

- significant resolved and any unresolved issues between auditors and management have been brought to its attention;
- the principal risks of the Company's businesses have been identified by management and appropriate policies and systems have been implemented to manage these risks; and

- the integrity of the Company's internal control and management information systems are satisfactory.

(n) Relations with Management

The members shall meet privately with management as frequently as the Audit Committee feels is appropriate to fulfil its responsibilities, which shall not be less frequently than quarterly, to discuss any concerns of the Audit Committee or management.

(o) Oversight of Internal Control over Financial Reporting and Disclosure Controls and Procedures

The Audit Committee shall, with the assistance of management, review the adequacy of the internal control over financial reporting adopted by the Company.

The Audit Committee shall, with the assistance of management, review the effectiveness of the controls and procedures that have been adopted to ensure the disclosure of all material information about the Company and its subsidiaries as required by applicable law or security exchange rules. The Audit Committee shall receive regular reports from the Company's Disclosure Committee with respect to the Company's system of disclosure controls and procedures. The Audit Committee shall also review no less than annually the Company's Disclosure Policy.

(p) Legal Compliance

The Audit Committee shall review with legal counsel any legal matters that may have a significant effect on the Company's financial statements. The Audit Committee should review with legal counsel material inquiries received from regulators and governmental agencies. The Audit Committee shall review with a representative of the Ethics and Conduct Committee any material matters arising from any known or suspected violation of the Company's Code of Conduct with respect to financial and accounting matters and any material concerns regarding questionable accounting or auditing matters raised through the Company's ethics response line or otherwise.

(q) Enterprise Risk Management

The Audit Committee shall review the Company's enterprise risk management program, including its policies and processes with respect to risk identification and assessment and the management of the Company's risk. The Audit Committee shall receive periodic reports from Internal Audit Services and the Chair of the Audit Committee shall periodically report to the Board on any major issues arising from the enterprise risk management program. The Audit Committee shall oversee the process by which the major risks are reviewed by either the Audit Committee, another Committee or the full Board on a periodic basis.

(r) Taxation Matters

The Audit Committee shall review the status of taxation matters of the Company.

(s) Hiring Policies

The Audit Committee shall review and approve the Company's hiring policies with respect to partners and professional employees of present and former external auditors of the Company.

7. COMPLAINTS PROCEDURE

The Audit Committee shall monitor the effectiveness of the Company's procedures for the receipt, retention and follow-up of complaints received by the Company regarding accounting, internal controls, disclosure controls or auditing matters and for the confidential, anonymous submission of concerns by employees of the Company regarding accounting, internal controls, or auditing matters. The Audit Committee shall review and annually approve the Company's Accounting, Auditing and Internal Controls Complaints Procedures. The Committee shall review with management periodic reports in this regard.

8. REPORTING

The Audit Committee shall report to the Board on:

- the Auditor's independence;
- the performance of the Auditor and the Audit Committee's recommendations regarding the reappointment or termination of the Auditor;
- the performance of the internal audit function;
- the adequacy of the Company's internal control over financial reporting and disclosure controls and procedures;
- the Audit Committee's review of the annual and interim financial statements of the Company and any U.S. GAAP reconciliation, including any issues with respect to the quality or integrity of the financial statements, along with the MD&A, and shall recommend whether or not the Board should approve the financial statements and any U.S. GAAP reconciliation and the MD&A;
- the Audit Committee's review of the Annual Information Form;
- the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company;
- the management of risk identified pursuant to the enterprise risk management program; and
- all other material matters dealt with by the Audit Committee.

9. REVIEW AND DISCLOSURE

This Charter should be reviewed by the Audit Committee at least annually and be submitted to the Board for consideration with such amendments as the Audit Committee proposes and for recommendation to the Board for approval with such further amendments as the Board proposes.

10. FREQUENCY OF MEETINGS AND *IN CAMERA* SESSIONS

The Audit Committee shall meet at least five times annually. Following each regularly-scheduled meeting of the Audit Committee, the Committee members shall meet in private session.

11. RETENTION OF EXPERTS

The Audit Committee may engage such special legal, accounting or other experts, without Board approval and at the expense of the Company, as it considers necessary to perform its duties.

CERTIFICATE OF THE COMPANY

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia and Ontario.

Dated April 21, 2022

Signed: *Nadav Elituv*	Signed: *Steven Gryfe*
Nadav Elituv, Chief Executive Officer, President, Secretary, Treasurer and Director	*Steven Gryfe, Chief Financial Officer*
Signed: *Ryan Wilson*	Signed: *Bradley Southam*
Ryan Wilson, Director	*Bradley Southam, Director*

CERTIFICATE OF THE PROMOTER

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia and Ontario.

Dated April 21, 2022

Signed: *Nadav Elituv*

Nadav Elituv, Chief Executive Officer, President, Secretary, Treasurer and Director