

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-55203



**eWELLNESS HEALTHCARE CORPORATION**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**45-1560906**

(I.R.S. Employer  
Identification No.)

**11825 Major Street, Culver City, California**

(Address of principal executive offices)

**90230**

(Zip Code)

**(310) 915-9700**

(Registrant's telephone number, including area code)

*Copies of Communications to:*

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Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Ruble 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of Common Stock, \$0.001 per share par value, outstanding on November 18, 2016 was 47,536,316 shares.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION  
CONDENSED BALANCE SHEETS

	<u>September 30, 2016</u> (unaudited)	<u>December 31, 2015</u>
<b><u>ASSETS</u></b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 1,058	\$ 41,951
Prepaid expenses	1,285,454	4,053
Total current assets	1,286,512	46,004
Property & equipment, net	4,701	5,964
Intangible assets, net	17,647	19,862
<b>TOTAL ASSETS</b>	<b>\$ 1,308,860</b>	<b>\$ 71,830</b>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 634,161	\$ 248,304
Accounts payable - related party	56,201	43,717
Accrued expenses - related party	113,034	33,090
Accrued compensation	940,408	677,000
Contingent liability	90,000	90,000
Convertible debt, net of discount	269,000	309,945
Derivative liability	156,760	2,802
Short term note and liabilities	195,562	71,605
Total current liabilities	2,455,126	1,476,463
Total Liabilities	2,455,126	1,476,463
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, authorized, 10,000,000 shares, \$.001 value, 0 shares issued and outstanding	-	-
Common stock, authorized 100,000,000 shares, \$.001 par value, 20,642,393 and 18,170,538 issued and outstanding, respectively	20,642	18,171
Additional paid in capital	5,413,120	2,033,383
Accumulated deficit	(6,580,028)	(3,456,187)
Total Stockholders' Deficit	(1,146,266)	(1,404,633)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 1,308,860</b>	<b>\$ 71,830</b>

The accompanying notes are an integral part of these condensed financial statements

**eWELLNESS HEALTHCARE CORPORATION**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**For the Three and Nine Months ended September 30, 2016 and 2015**  
**(unaudited)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2016</b>	<b>September 30, 2015</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
<b>OPERATING EXPENSES</b>				
Executive compensation	\$ 186,000	\$ 186,000	\$ 558,000	\$ 558,000
General and administrative	38,324	43,187	153,493	140,059
Professional fees	839,486	134,359	1,678,318	374,421
<b>Total Operating Expenses</b>	<b>1,063,810</b>	<b>363,546</b>	<b>2,389,811</b>	<b>1,072,480</b>
<b>Loss from Operations</b>	<b>(1,063,810)</b>	<b>(363,546)</b>	<b>(2,389,811)</b>	<b>(1,072,480)</b>
<b>OTHER INCOME (EXPENSE)</b>				
Gain on extinguishment of debt	68,264	-	68,264	11,323
Gain on derivative liability	705,861	-	200,719	-
Loss on conversion of debt	-	(29,504)	-	(29,504)
Interest expense, related parties	(1,069)	(955)	(2,998)	(2,912)
Interest expense	(479,255)	(35,871)	(999,215)	(87,262)
<b>Net Loss before Income Taxes</b>	<b>(770,009)</b>	<b>(429,876)</b>	<b>(3,123,041)</b>	<b>(1,180,835)</b>
Income tax expense	(800)	-	(800)	-
<b>Net Loss</b>	<b>\$ (770,809)</b>	<b>\$ (429,876)</b>	<b>\$ (3,123,841)</b>	<b>\$ (1,180,835)</b>
<b>Basic and diluted (loss) per share</b>	<b>\$ (0.04)</b>	<b>\$ (0.03)</b>	<b>\$ (0.16)</b>	<b>\$ (0.07)</b>
<b>Basic and diluted weighted average shares outstanding</b>	<b>19,821,147</b>	<b>17,155,690</b>	<b>19,058,020</b>	<b>16,927,342</b>

The accompanying notes are an integral part of these condensed financial statements

**eWELLNESS HEALTHCARE CORPORATION**  
**CONDENSED STATEMENT OF CASH FLOWS**  
**For the Nine Months Ended September 30, 2016 and 2015**  
**(unaudited)**

	<b>For Nine Months Ended</b>	
	<b>September 30, 2016</b>	<b>September 30, 2015</b>
Cash flows from operating activities		
Net loss	\$ (3,123,841)	\$ (1,180,835)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,479	3,268
Contributed services	288,000	288,000
Shares issued for consulting services	42,500	39,056
Imputed interest - related party	2,998	2,912
Options expense	508,395	-
Interest on debt extension	123,198	-
Amortization of debt discount to interest expense	817,632	45,044
Warrants issued for services	-	33,656
Gain on derivative liability	(200,719)	-
Accrued loans payable risky fee	-	4,688
Gain on extinguishment of debt	(68,264)	29,505
Rent contributed by officer	4,500	4,500
Changes in operating assets and liabilities		
Advances - related parties	-	7,054
Prepaid expense	676,949	6,274
Accounts payable and accrued expenses	408,443	99,344
Accounts payable - related party	12,484	(6,395)
Accrued expenses - related party	79,945	39,503
Accrued compensation	263,408	264,000
Net cash used in operating activities	<u>(160,893)</u>	<u>(320,426)</u>
Cash flows from investing activities		
Purchase of equipment	-	(4,207)
Net cash used in investing activities	<u>-</u>	<u>(4,207)</u>
Cash flows from financing activities		
Proceeds from issuance of common stock	120,000	270,080
Promissory note	-	80,500
Net cash provided by financing activities	<u>120,000</u>	<u>350,580</u>
Net increase (decrease) in cash	<u>(40,893)</u>	<u>25,947</u>
Cash, beginning of period	<u>41,951</u>	<u>900</u>
Cash, end of period	<u>\$ 1,058</u>	<u>\$ 26,847</u>
Supplemental Information:		
Cash paid for:		
Taxes	<u>\$ -</u>	<u>\$ -</u>
Interest Expense	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these condensed financial statements

**eWellness Healthcare Corporation**  
**Notes to Condensed Financial Statements**  
**September 30, 2016**  
**(unaudited)**

**Note 1. The Company**

The Company and Nature of Business

eWellness Healthcare Corporation (f/k/a Dignyte, Inc.), (the “Company”, “we”, “us”, “our”) was incorporated in the State of Nevada on April 7, 2011, to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. The Company has generated no revenues to date. Prior to the Share Exchange Agreement discussed below, other than issuing shares to its original shareholder, the Company never commenced any operational activities.

The eWellness strategy as a first-to-market enterprise in the Physical Therapy based telemedicine industry is to deliver a telemedicine physical therapy service augmenting corporate wellness programs and also expand nationally through a Software as a Service (SaaS) business model that enables existing physical therapy practices to extend their offerings via our telemedicine solution. Our objective is to provide Distance Monitored Physical Therapy (PHZIO) Programs to pre diabetic, cardiac and health challenged patients and knee and hip surgery rehabilitation. For corporate wellness program our services are designed to deliver significant healthcare savings to the company while charging a very small relative incremental cost.

**Note 2. Summary of Significant Accounting Policies**

Basis of Presentation

The interim financial information of the Company as of periods ended September 30, 2016 and September 30, 2015 is unaudited. The balance sheet as of December 31, 2015 is derived from audited financial statements of eWellness Healthcare Corporation. The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements. Accordingly, they omit or condense footnotes and certain other information normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles. The accounting policies followed for quarterly financial reporting conform to the accounting policies disclosed in ASU 2014-10. In the opinion of management, all adjustments which are necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the results that can be expected for the entire year ending December 31, 2016. The unaudited financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2015.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from these good faith estimates and judgments.

Going Concern

For the period ended September 30, 2016, the Company has no revenues. The Company has an accumulated loss of \$6,580,028. In view of these matters, there is substantive doubt about the Company’s ability to continue as a going concern. The Company’s ability to continue operations is dependent upon the Company’s ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources.

**eWellness Healthcare Corporation**  
**Notes to Condensed Financial Statements**  
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**(unaudited)**

Fair Value of Financial Instruments

As of September 30, 2016, the Company had the following assets and liabilities measured at fair value on a recurring basis.

	Total	Level 1	Level 2	Level 3
Derivative liability	\$ 156,760	\$ -	\$ -	\$ 156,760
Total liabilities measure at fair value	\$ 156,760	\$ -	\$ -	\$ 156,760

As of December 31, 2015, the Company had the following assets and liabilities measured at fair value on a recurring basis.

	Total	Level 1	Level 2	Level 3
Derivative liability	\$ 2,802	\$ -	\$ -	\$ 2,802
Total liabilities measure at fair value	\$ 2,802	\$ -	\$ -	\$ 2,802

Loss per Common Share

The Company follows ASC Topic 260 to account for the loss per share. Basic loss per common share calculations are determined by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted loss per common share calculations are determined by dividing net loss by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation. As the Company has incurred losses for the period ended September 30, 2016, no dilutive shares are added into the loss per share calculation. While currently anti-dilutive, the following instruments could potentially dilute EPS in the future resulting in the following common stock equivalents:

	3 months ended		9 months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Options	-	-	1,355,939	-
Warrants	503,564	-	7,397,354	-
Convertible Notes	14,786,349	-	14,786,349	-
	15,289,913	-	23,539,642	-

**Note 3. Related Party Transactions**

Through the period ended September 30, 2016, a related party, a company for which the Company's former Secretary-Treasurer and CFO is also serving as CFO, has paid \$107,670 on the Company's behalf for various operating expenses. The amount outstanding as of September 30, 2016 and December 31, 2015 was \$56,201 and \$43,717, respectively. The Company recorded \$2,998 and \$2,912 imputed interest on the amount owed to the related party based on an interest rate of 8% for the nine months ended September 30, 2016 and September 30, 2015, respectively.

During 2014, the Company entered into a license agreement with a programming company in which one of our directors is Chief Marketing Officer. Through the licensing agreement, we obtained a perpetual license to use the programming code created by a video management platform as a base to develop our telemedicine video service for a license fee of \$20,000. The license fee is recorded as an Intangible Asset and Accounts Payable on the Balance Sheet.

**eWellness Healthcare Corporation**  
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**(unaudited)**

On April 1, 2015, the Company entered into an operating agreement with a physical therapy company (“EPT”) which is owned by the Company’s President and Chief Executive Officer. Through the agreement the Company agrees to provide operating capital advances in order for EPT to offer the Company’s PHZIO platform to physical therapy patients. For accounting and tax purposes, the net profits or losses generated by EPA shall be allocated on a monthly basis. The Company will receive 75% of the net patient insurance reimbursements associated with the operation of the PHZIO platform.

The Company rents its Culver City, CA office space from a company owned by our CEO. The imputed rent expense of \$500 per month is recorded in the Consolidated Statement of Operations and Additional Paid in Capital in the Balance Sheet.

The officers of the Company incur business expenses on behalf of the Company. The amounts outstanding as of September 30, 2016 and December 31, 2015 were \$113,034 and \$33,090, respectively.

**Note 4. Non-Convertible Notes Payable**

On March 14, 2016, the Company issued a 45-day promissory note to a shareholder of \$112,550 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, and December 6, 2015. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 12% due and payable on May 1, 2016. As an inducement for this promissory note, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$794. For the period ended September 30, 2016, the Company recorded \$2,503 of interest expense for this note.



**eWellness Healthcare Corporation**  
**Notes to Condensed Financial Statements**  
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**(unaudited)**

On May 2, 2016, the Company issued a 40-day promissory note to a shareholder of \$131,399 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, December 6, 2015 and March 14, 2016. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 12% due and payable on June 10, 2016. As an inducement for this promissory note, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$1,251,078. For the period ended September 30, 2016, the Company recorded \$1,641 of interest expense for this note.

On June 11, 2016, the Company issued a 30-day promissory note to a shareholder of \$152,989 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, December 6, 2015, March 14, 2016 and May 2, 2016. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 12% due and payable on July 13, 2016. As an inducement for this promissory note, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$578,780. For the period ended September 30, 2016, the Company recorded \$1,538 of interest expense for this note.

On July 14, 2016, the Company issued a 30-day promissory note to a shareholder of \$177,762 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, December 6, 2015, March 14, 2016, May 2, 2016, and June 11, 2016. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 12% due and payable on August 15, 2016. As an inducement for this promissory note, the Company issued 300,000 warrants to purchase Company common stock at \$.50 per share. The fair value of the warrants is \$153,776. For the period ended September 30, 2016, the Company recorded interest expense of \$2,104.

On August 16, 2016, the Company issued a 30-day promissory note to a shareholder of \$213,255 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, December 6, 2015, March 14, 2016, May 2, 2016, June 11, 2016 and July 14, 2016. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 18% due and payable on November 14, 2016. As an inducement for this promissory note, the Company issued 675,000 warrants to purchase Company common stock at \$.50 per share. The fair value of the warrants is \$42,427. For the period ended September 30, 2016, the Company recorded \$11,188 of interest expense including interest expense resulting from retroactively applying the higher interest rate of 18%. Subsequent to the period ended September 30, 2016, the Company paid \$33,204 as a principal payment on this promissory note.

**Note 5. Convertible Notes Payable**

On February 29, 2016, a convertible promissory note with the principal value of \$69,500 was converted to 227,232 shares of common stock at a conversion price of \$.35 per share. The warrants associated with this note were not exercised. See Note 9 below – Equity Transactions.

On June 20, 2016, the holder of the convertible promissory note dated December 7, 2015, extended the due date from June 10, 2016 to July 11, 2016. The lender additionally agreed to extend the date required to raise additional capital as set forth in the promissory note to July 11, 2016. In exchange for this extension the Company issued 100,000 warrants to purchase Company common stock at a purchase price of \$1.00 per share.

On August 31, 2016, the holder of the convertible promissory note dated December 7, 2015 that has been extended converted \$8,500 of the note for 188,888 shares of common stock at the cost value of \$.045.

**eWellness Healthcare Corporation**  
**Notes to Condensed Financial Statements**  
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**(unaudited)**

On September 27, 2016, the holder of the convertible promissory note dated December 7, 2015 that has been extended converted \$5,000 of the note for 222,222 shares of common stock at the cost value of \$.0225.

On September 29, the holder of the convertible promissory note dated December 7, 2015 that has been extended converted \$5,500 of the note for 305,555 shares of common stock at the cost value of \$.018.

**Note 6. Equity Transactions**

Preferred Stock

The total number of shares of preferred stock which the Company shall have authority to issue is 10,000,000 shares with a par value of \$0.001 per share. There have been no preferred shares issued as of September 30, 2016.

Common Stock

The total number of shares of common stock which the Company shall have authority to issue is 100,000,000 shares with a par value of \$0.001 per share. (See Note 9 – Subsequent Events)

On February 29, 2016, the Company authorized the issuance of 227,232 shares for conversion of convertible debt of \$69,500.

During the nine months ended September 30, 2016, the Company issued 1,235,000 shares of common stock for consulting services. The weighted average price of these shares was \$1.443. The value of the shares are being amortized over the life of the contracts ranging from six to twelve months.

On June 2, 2016, the Company issued 120,000 shares of common stock upon receipt of \$120,000 cash.

On July 13, 2016, the Company issued 172,958 shares of common stock as a result of warrants being exercised through a cashless exercise.

On August 31, 2016, September 27, 2016 and September 29, 2016, the Company issued a total of 716,665 shares of common stock as a result of debt conversion. The total debt conversion was \$19,000.

On February 22, 2016, the Company received the common stock trading symbol of EWLL.

**eWellness Healthcare Corporation**  
**Notes to Condensed Financial Statements**  
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**(unaudited)**

Stock Options

On February 19, 2016, the Board of Directors authorized the issuance of stock options under the 2015 Stock Option Plan (“Plan”) to selected employees, directors and consultants. The 2,850,000 stock options vest immediately upon the grant date and authorize the recipient to purchase shares of common stock at \$.80 per share within five years of the grant date. The Company valued the issuance of these options using the Black Scholes valuation model assuming a .84% risk free rate and 61.4% volatility. At the nine months ended September 30, 2016, the vested value of the options was \$4,633. This was recorded as compensation expense.

On April 15, 2016, the Board of Directors authorized the issuance of stock options under this Plan to a consultant. The 250,000 stock options vested immediately upon the grant date and authorized the recipient to purchase shares of common stock at \$1.00 per share within five years of the grant date. The Company valued the issuance of these options using the Black Scholes valuation model assuming a .53% risk free rate and 57.2% volatility. At the nine months ended September 30, 2016, the vested value of \$503,762 was expensed

The following is a summary of the status of all Company’s stock options as of September 30, 2016 and changes during the nine months ended on that date:

	Number of Stock Options	Weighted Average Exercise Price
Oustanding at January 1, 2016	0	\$ -
Granted	3,100,000	\$ 0.82
Exercised	0	\$ -
Cancelled	0	\$ -
Oustanding at September 30, 2016	<u>3,100,000</u>	<u>\$ 0.82</u>
Options exercisable at September 30, 2016	<u>3,100,000</u>	<u>\$ 0.82</u>

Warrants

On June 2, 2016, the Company authorized the issuance of 60,000 warrants that were issued as part of a stock purchase agreement for \$120,000.

On June 10, 2016, the Company authorized the issuance of 100,000 warrants that were issued as part of the extension of a convertible note dated December 7, 2015. The fair value of the warrants is \$111,792.

**eWellness Healthcare Corporation**  
**Notes to Condensed Financial Statements**  
**September 30, 2016**  
**(unaudited)**

During the nine months ended September 30, 2016, the Company issued 2,175,000 warrants as part of the extensions of promissory notes dated December 15, 2014, March 14, 2016, May 1, 2016, July 19, 2016, and August 16, 2016. The fair value of all warrants is \$2,035,854.

On July 12, 2016, the Company authorized the issuance of 300,000 warrants that were issued as part of the extension of a convertible note dated December 7, 2015. The fair value of the warrants is \$37.

On July 14, 2016, the Company agreed to amend certain previous warrants granted on July 15, 2015, August 28, 2015, September 16, 2015, October 3, 2015, December 6, 2015, March 14, 2016, May 1, 2016, June 10, 2016, July 14, 2016 and August 26, 2016. The previously granted warrants had a purchase price of \$.80 per share and the Company has agreed to reduce that to \$.50 per share and further reduced the price to \$.045. Amendments for these warrants were issued.

On September 16, 2016, the Company agreed to amend certain previous warrants granted on December 23, 2014, April 9, 2015, May 30, 2015 and August 20, 2015. The previously granted warrants had a purchase price of \$.35 per share or \$.50 per share and the Company has agreed to reduce both prices to \$.045 per share. Amendments for these warrants were issued.

The following is a summary of the status of all of the Company's warrants as of September 30, 2016 and changes during the nine months ended on that date:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at January 1, 2015	609,533	\$ 0.35
Granted	5,021,658	\$ 0.63
Exercised	-	\$ -
Cancelled	-	\$ -
Outstanding at December 31, 2015	5,631,191	\$ 0.61
Granted	2,635,000	\$ 0.11
Exercised	250,000	\$ 0.80
Cancelled	-	\$ -
Outstanding at September 30, 2016	<u>8,016,191</u>	<u>\$ 0.11</u>

For purpose of determining the fair market value of the warrants and options issued during the nine months ended September 30, 2016, we used the Black Scholes option valuation model. These valuations were done throughout the period at the date of issuance and not necessarily as of the reporting date. The significant assumptions used in the Black Scholes valuation of the date of issuance are as follows:

Stock price on the valuation date	\$ .20-3.75
Exercise price of warrants	\$ .50 and 1.00
Dividend yield	0.00%
Years to maturity	1-5
Risk free rate	.053%-1.32%
Expected volatility	57.18%-63.40%

**eWellness Healthcare Corporation**  
**Notes to Condensed Financial Statements**  
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**(unaudited)**

**Note 7. Commitments, Contingencies**

The Company may be subject to lawsuits, administrative proceedings, regulatory reviews or investigations associated with its business and other matters arising in the normal conduct of its business. The following is a description of an uncertainty that is considered other than ordinary, routine and incidental to the business.

The closing of the Initial Exchange Agreement with Private Co. was conditioned upon certain, limited customary representations and warranties, as well as, among other things, our compliance with Rule 419 (“Rule 419”) of Regulation C under the Securities Act of 1933, as amended (the “Securities Act”) and the consent of our shareholders as required under Rule 419. Accordingly, we conducted a “Blank Check” offering subject to Rule 419 (the “Rule 419 Offering”) and filed a Registration Statement on Form S-1 to register the shares of such offering; the Registration Statement was declared effective on September 14, 2012. We used 10% of the subscription proceeds as permitted under Rule 419 and the amount remaining in the escrow trust as of the date of the closing of the Share Exchange was \$90,000 (the “Trust Account Balance”).

Rule 419 required that the Share Exchange occur on or before March 18, 2014, but due to normal negotiations regarding the transactions and the parties’ efforts to satisfy all of the closing conditions, the Share Exchange did not close on such date. Accordingly, after numerous discussions with management of both parties, they entered into an Amended and Restated Share Exchange Agreement (the “Share Exchange Agreement”) to reflect a revised business combination structure, pursuant to which we would: (i) file a registration statement on Form 8-A (“Form 8A”) to register our common stock pursuant to Section 12(g) of the Exchange Act, which we did on May 1, 2014 and (ii) seek to convert the participants of the Rule 419 Offering into participants of a similarly termed private offering (the “Converted Offering”), to be conducted pursuant to Regulation D, as promulgated under the Securities Act.

Fifty-two persons participated in the Rule 419 Offering and each of them gave the Company his/her/its consent to use his/her/its escrowed funds to purchase shares of the Company’s restricted common stock in the Converted Offering (the “Consent”) rather than have their funds returned. To avoid further administrative work for the investors, we believe that we took reasonable steps to inform investors of the situation and provided them with an appropriate opportunity to maintain their investment in the Company, if they so choose, or have their funds physically returned. Management believed the steps it took constituted a constructive return of the funds and therefore met the requirements of Rule 419.

However, pursuant to Rule 419(e)(2)(iv), “ funds held in the escrow or trust account shall be returned by first class mail or equally prompt means to the purchaser within five business days [ if the related acquisition transaction does not occur by a date that is 18 months after the effective date of the related registration statement].” As set forth above, rather than physically return the funds, we sought consent from the investors of the Rule 419 Offering to direct their escrowed funds to the Company to instead purchase shares in the Converted Offering. The consent document (which was essentially a form of rescission) was given to the investors along with a private placement memorandum describing the Converted Offering and stated that any investor who elected not to participate in the Converted Offering would get 90% of their funds physically returned. Pursuant to Rule 419(b)(2)(vi), a blank check company is entitled to use 10% of the proceed/escrowed funds; therefore, if a return of funds is required, only 90% of the proceed/escrowed funds need be returned. The Company received \$100,000 proceeds and used \$10,000 as per Rule 419(b)(2)(vi); therefore, only \$90,000 was subject to possible return.

As disclosed therein, we filed the amendments to the initial Form 8-K in response to comments from the SEC regarding the Form 8-K and many of those comments pertain to an alleged violation of Rule 419. The Company continued to provide the SEC with information and analysis as to why it believes it did not violate Rule 419, but was unable to satisfy the SEC’s concerns. Comments and communications indicate that Rule 419 requires a physical return of funds if a 419 offering cannot be completed because a business combination was not consummated within the required time frame; constructive return is not permitted.

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As a result of these communications and past comments, we are disclosing that we did not comply with the requirements of Rule 419, which required us to physically return the funds previously submitted to escrow pursuant to the Rule 419 Offering. As a result of our failure to comply with Rule 419, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419. If any claims or actions were to be brought against us relating to our lack of compliance with Rule 419, we could be subject to penalties (including criminal penalties), required to pay fines, make damages payments or settlement payments. In addition, any claims or actions could force us to expend significant financial resources to defend ourselves, could divert the attention of our management from our core business and could harm our reputation.

Ultimately, the SEC determined to terminate its review of the Initial Form 8-K and related amendments, rather than provide us with additional opportunities to address their concerns and therefore, we did not clear their comments. It is not possible at this time to predict whether or when the SEC may initiate any proceedings, when this issue may be resolved or what, if any, penalties or other remedies may be imposed, and whether any such penalties or remedies would have a material adverse effect on our consolidated financial position, results of operations, or cash flows. Litigation and enforcement actions are inherently unpredictable, the outcome of any potential lawsuit or action is subject to significant uncertainties and, therefore, determining at this time the likelihood of a loss, any SEC enforcement action and/or the measurement of the amount of any loss is complex. Consequently, we are unable to estimate the range of reasonably possible loss. Our assessment is based on an estimate and assumption that has been deemed reasonable by management, but the assessment process relies heavily on an estimate and assumption that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change that estimate and assumption. In light of the uncertainty of this issue and while Management evaluates the best and most appropriate way to resolve same, management determined to create a reserve on the Company's Balance Sheet for the \$90,000 that was subject to the Consent.

The Company rents its Culver City, CA office space from a company owned by our CEO. The rental agreement provides for the value of the rent of \$500 per month be recorded as contributed towards the founding eWellness and its operations. During the period ended September 30, 2016, we have recorded this rent payment in the Consolidated Statements of Operations and Additional Paid in Capital on the Balance Sheet.

On April 1, 2015, the Company entered into an Operating Agreement with Evolution Physical Therapy ("EPT"), a company owned by one of the Company's officers, wherein it is agreed that EPT would be able to operate the Company's telemedicine platform [www.phzio.com](http://www.phzio.com) and offer it to selected physical therapy patients of EPT. The Company is to receive 75% of the net insurance reimbursements from the patient for use of the platform. The Company will advance capital requested by EPT for costs specifically associated with operating the [www.phzio.com](http://www.phzio.com) platform and associated physical therapy treatments – computer equipment, office or facilities rental payments, physical therapist or physical therapy assistant, administrative staff, patient induction equipment, office supplies, utilities and other associated operating costs. It is anticipated that the operation of the platform by EPT will generate positive cash flow within 90 days from the start of patient induction.

On May 20, 2015, the Company entered into an agreement with Mavericks Capital Securities LLC ("Mavericks"). The term of the contract begins on the effective date and can be terminated within 30 days upon written notice by either party. The Company is to pay Mavericks a monthly retainer fee of \$10,000 that is deferred until the Company raises \$250,000 in new investor funds from the effective date. In addition, the Company granted Mavericks 250,000 warrants to purchase Company common stock at \$.35 per share. On September 28, 2015, the Company and Mavericks entered into an amendment to the consultant agreement pursuant to which Mavericks will also assist the Company in the acquisition of new customers, for which the Company shall pay Mavericks 10% of the revenue received by the Company, net of any pass through costs, from any such customers introduced to the Company by Mavericks; payment shall be made upon the Company's receipt of such revenues. In the amendment, the parties also further clarified the definition of Customer Acquisition. On October 1, 2016, the engagement with Mavericks was suspended including the accrual of the monthly fees until the Company's PHZIO platform gains traction with the physical therapy industry. (See Note 12 – Subsequent Events)

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On January 20, 2016, the Company entered into a one year agreement with a consulting firm to provide marketing and financial media awareness services. Compensation for this agreement is the issuance of 100,000 shares of common stock – 50,000 were issued at the signing of the agreement. Although the other 50,000 were to be issued July, 2016, the Company has not yet issued the shares. The value of these shares is \$5,000 for each issuance which is being amortized over the term of the contract.

On February 1, 2016, the Company entered into a six month agreement with a consulting firm for services including introductions to brokers, investment bankers, market makers and business development opportunities. Compensation for his agreement is the issuance of 100,000 shares of common stock. The value of these shares is \$10,000 and is being amortized over the term of the contract.

On March 3, 2016, the Company entered into a six month agreement with a consulting firm for management consulting, business advisory and public relations services. Compensation for this agreement is the issuance of 100,000 shares of common stock for the purchase price of \$100 and a \$2,500 monthly fee that is to be accrued and not payable until the Company closes a qualified financing.

On March 14, 2016, the Company entered into a 45-day Promissory Note Extension at an interest rate of 12% per annum. As an inducement for this extension of previous promissory notes, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$794. For the period ended September 30, 2016, the Company recorded \$1,710 of accrued interest for this note.

On April 13, 2016, we entered into a one-year renewable advisory agreement with Dan Mills, MPT to become the Company's chairman of the to-be-formed committee known as the eWellness Physical Therapy Clinical Advisory Board and to act as the Company's national spokesperson at the American Physical Therapy Association ("APTA").

As inducement for Mr. Mills to enter the Agreement, we agreed to issue to 250,000 immediately vesting common stock purchase warrants at a price of \$1.00 per share. The fair value of the warrants is \$503,762. The common stock underlying the warrants has piggy-back registration rights. In addition, 10,000 shares of common stock were issued with a value of \$30,000. Per the agreement Mr. Mills will receive \$0.50 cents per PHZIO session that an APTA member uses and \$500 per month in consulting fees.

On May 2, 2016, the Company issued a 40-day promissory note to a shareholder of \$131,399 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, December 6, 2015 and March 14, 2016. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 12% due and payable on June 10, 2016. As an inducement for this promissory note, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$1,251,078. For the period ended September 30, 2016, the Company recorded \$1,641 of interest expense for this note.

On May 23, 2016, the Company entered into a one-year agreement with a financial advisory consultant. Compensation for this agreement is the issuance of 450,000 shares of common stock that vest on January 2, 2017. The value of these shares is \$1,669,500 and is being amortized over the term of the contact.

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On June 11, 2016, the Company issued a 30-day promissory note to a shareholder of \$152,989 as an extension for notes with a shareholder dated May 30 2015, July 15, 2015, September 16, 2015, October 11, 2015, December 6, 2015, March 14, 2016 and May 2, 2016. The amount of the note includes interest accrued on the previous notes, risky loan fee and a default fee. The note has an annual interest rate of 12% due and payable on July 13, 2016. As an inducement for this promissory note, the Company issued 400,000 warrants to purchase Company common stock at \$.80 per share. The fair value of the warrants is \$578,780. For the period ended September 30, 2016, the Company recorded \$1,538 of interest expense for this note.

On July 5, 2016, the Company entered into a six-month agreement with an investment and business consultant for certain investment and business matters. Compensation for this agreement is the issuance of 125,000 shares of common stock.

On July 8, 2016, the Company entered into a five year business development agreement with a consultant for marketing the Company's telemedicine platform to its customers. Upon the completion of a partnership for the Company with a large scale California employer and/or one of its affiliate institutions that includes at least a 100 patient pilot study, the Company agrees to issue 50,000 \$1.00 common stock 5-year purchase warrants. For each additional licensing of 20 physical therapy professionals through the consultant, the Company will issue an additional 50,000 common stock 5-year purchase warrants priced at market at the time of issuance. For any direct investor introduced by the consultant, the Company will pay a 5% cash fee on the gross amount invested.

From time to time the Company may become a party to litigation matters involving claims against the Company. Except as may be outlined above, the Company believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

**Note 8. Derivative Valuation**

The warrants granted with the \$275,000 senior convertible promissory note issued on December 7, 2015 have a Most Favored Nation clause resulting in the exercise price of the warrants not being fixed. Therefore, this feature has been characterized as a derivative liability to be re-measured at the end of every reporting period with the change in value reported in the statement of operations. At September 30, 2016, the outstanding fair value of the warrants accounted for as a derivative liability amounted to \$156,760. As of September 30, 2016, a gain of \$200,719 was recognized in the statement of operations as the change in valuation from inception.

For purposes of determining the fair market value of the derivative liability for the warrants, the Company used Black Scholes option valuation model. The significant assumptions used in the Black Scholes valuation of the derivative are as follows:

Stock price at valuation date	\$	.0260
Exercise price of warrants	\$	.01658
Risk free interest rate		.245%
Stock volatility factor		34.054%
Years to Maturity		.12329
Expected dividend yield		None



## Note 9. Subsequent Events

On October 1, 2016, the Company and Mavericks Securities, LLC (“Mavericks”) agreed to suspend their agreement dated May 20, 2015 until the Company’s PHZIO platform gains traction with the physical therapy industry. The suspension is not a termination as provided for in the original agreement. During the time of the suspension, Maverick will not charge the Company the monthly fee but Mavericks will retain their right to the amount due at the period ended September 30, 2016 which is \$168,220.

On October 21, 2016, the Company agreed to amend certain previous warrants granted on December 23, 2014, April 9, 2015, May 30, 2015 and August 20, 2015. The previously granted warrants had a purchase price of \$.045 per share and the Company has agreed to reduce that to \$.005 per share. Amendments for these warrants were issued.

On November 11, 2016, the Company signed an agreement with a programming company (“PC”) within which the one of the Company’s directors and Chief Technical Officer is the Chief Marketing Officer. The agreement is for additional features to be programmed for the launch of the PHZIO platform. The contract specifies that the Company’s CEO and CTO will retain their officer and director positions and retain their past due accrued compensation through June 30, 2016. The Company is to pay a monthly base fee of \$100,000 for the development and compensation for the Company’s CEO and CTO. Following payment of the initial \$100,000, the Company is obligated to only pay \$50,000 monthly until the PC has successfully signed and collected the first monthly service fee for 100 physical therapy clinics to use the PHZIO platform. The agreement establishes that the Company is indebted to the PC for \$180,000 for past programming services and \$45,000 for programming services completed in the month of October 2016 for a total of \$225,000. For this amount, the PC will be issued 25,280,899 common shares at a cost value of \$0.089. The PC will also have the right to appoint 40% of the directors.

On November 13, 2016, the Board of Directors adopted a resolution to increase the authorized common shares from 100,000,000 to 300,000,000. This resolution requires a majority shareholders’ vote to become effective.

On November 14, 2016, the Company signed an agreement with EWLL Acquisition Partners, LLC (“EAP”) in which EAP agreed to pay for the cancellation of \$125,000 of the remaining Firstfire Global convertible note payable. The terms of the convertible note with EAP will be the same as the original note with Firstfire dated December 7, 2015 which are that interest is payable at 8% per annum.

On November 14, 2016, the Company entered into a securities purchase agreement with an accredited investor for a note in the principal amount of \$275,000 at a 10% original issue. The note has a provision for 8% interest to be accrued until paid or converted into shares of common stock.

On November 14, 2016, the Company made a partial principal payment of \$33,204 on the promissory note dated August 16, 2016 that matured on November 14, 2016 with a remaining balance of \$178,628.91. As of November 15, 2016 the Company is in default on this note. Under the default terms of the note agreement 18% interest shall be payable on the outstanding principal indebtedness together with 18% interest calculated on the Risky Loan Fee(s) and Default Fee(s) from the date of the original notes, specifically May 30, 2015 until the note dated August 16, 2016 is paid in full. The Company is currently in discussions with the noteholder regarding an extension of the due date, but there can be no guarantee as to the outcome of those discussions.

During the month of October and the month of November, 2016, the Company issued a total of 26,893,923 shares of common stock as a result of convertible debt conversion. The total debt conversion was \$146,481 for these shares issued after the period ended September 30, 2016.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS

*This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2 of Part I of this report include forward-looking statements. These forward looking statements are based on our management's current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "proposed," "intended," or "continue" or the negative of these terms or other comparable terminology. You should read statements that contain these words carefully, because they discuss our expectations about our future operating results or our future financial condition or state other "forward-looking" information. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including but not limited to: variability of our future revenues and financial performance; risks associated with product development and technological changes; the acceptance of our products in the marketplace by potential future customers; general economic conditions. You should be aware that the occurrence of any of the events described in this Quarterly Report could substantially harm our business, results of operations and financial condition, and that upon the occurrence of any of these events, the trading price of our securities could decline. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, growth rates, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report to conform these statements to actual results.*

*The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the financial statements of eWellness Healthcare Corporation for the nine months ended September 30, 2016 and 2015 and should be read in conjunction with such financial statements and related notes included in this report and the Company's Annual Report on Form 10-K for the year ended December 31, 2015.*

### THE COMPANY

#### Business Overview

Our business model is to license our PHZIO ("PHZIO") telemedicine platform to any physical therapy ("PT") clinic in the U.S. and or have large-scale employers use our PHZIO platform as a fully PT monitored corporate wellness program.

As shown in the financial statements accompanying this Quarterly Report, the Company has had no revenues to date and has incurred only losses since its inception. The Company has operations currently only in Culver City, California and has been issued a "going concern" opinion from our accountants, based upon the Company's reliance upon the sale of our common stock as the sole source of funds for our future operations.

The Company's operations and corporate offices are located at 11825 Major Street Culver City, CA, 90230, with a telephone number of (310) 915-9700.

The Company's fiscal year end is December 31.

#### Plan of Operations

The Company's initial licensee is Evolution Physical Therapy ("EPT"), which is owned by our CEO, Darwin Fogt, MPT. EPT expenses were greater than treatment revenue generated for the first nine months of 2016 so no payments were made to the Company per the operating agreement. The Company is in the process of developing marketing channel partnerships with industry association members, existing software-based telemedicine providers and physical therapy billing and practice management providers. These partnerships, if completed, are anticipated to begin adding third party PT licensee revenue during the fourth quarter of 2016.

The Company's PHZIO home physical therapy exercise platform has been designed to disrupt the \$30 billion physical therapy and the \$8 billion corporate wellness industries. PHZIO re-defines the way physical therapy can be delivered. PHZIO is the first real-time remote monitored 1-to-many physical therapy platform for home use. Due to the real-time patient monitoring feature, the PHZIO platform is insurance reimbursable by payers such as: Anthem Blue Cross and Blue Shield.

#### The PHZIO Solution: A New Physical Therapy Delivery System

- SaaS technology platform solution for providers bundling rehabilitation services and employer wellness programs;
- First real-time remote monitored 1-to-many physical therapy treatment platform for home use;
- Ability for physical therapists to observe multiple patients simultaneously in real-time;
- Solves what has been a structural problem and limitation in post-acute care practice growth.
- Based on the Company's experience, PT practices can experience 20% higher adherence & compliance rates versus industry standards; and
- Based on the Company's experience, we have tracked a 30% increase in net income for a PT practice.

Based on the Company's experience, patient program adherence in 2015 was nearly 85 percent due to the real-time patient monitoring and the at-home use of the platform. Now physical therapy practices have a way to scale profitably using a technology platform that can help them grow beyond the limits of the typical brick and mortar PT clinic.

Additional Treatment Protocols: The Company's initial PHZIO application is a 6-month exercise program for patients with back, knee or hip pain. The next two platforms are anticipated to be released in the fourth quarter of 2016 include a total knee and hip replacement exercise program. These hip and knee programs have been designed to be integrated into any hospital or medical group's Medicare CMS bundled payment model for post-acute care physical therapy. These two programs are anticipated to be followed by woman's health and geriatric programs by the end of the second quarter of 2017.

Our PHZIO platform enables employees or patients to engage with live or on-demand video based physical therapy telemedicine treatments from their home or office. Following a physician's exam and prescription for physical therapy to treat back, knee or hip pain, a patient can be examined by a physical therapist and, if found appropriate, inducted in the Company's PHZIO program that includes a progressive 6-month telemedicine exercise program (including monthly in-clinic checkups). All PHZIO treatments are monitored by a licensed therapist that sees everything the patient is doing while providing their professional guidance and feedback in real-time. This ensures treatment compliance by the patient, maintains the safety and integrity of the prescribed exercises, tracks patient metrics and captures pre and post treatment evaluation data. PHZIO unlocks a host of potential for revolutionizing patient treatment models and directly links back to the established brick and mortar physical therapy clinic. This unique model enables any physical therapy practice to be able to execute more patient care while utilizing their same resources, and creates more value than was ever before possible.

During 2015 and the first nine months of 2016 our PHZIO platform achieved the following metrics:

- The total monitored PHZIO patient visits was approximately 1,500.
- The average insurance reimbursement per PHZIO session in 2015: \$46.87 (excluding co-payments).
- Based on the Company's experience, the top line wellness goals of our PHZIO program are to graduate at least 80% of inducted patients through our 6-month program. Patients should expect to experience an average of a 20% reduction in BMI, a 4-inch reduction in waist size, weight loss of at least 20 pounds, significant overall improvement in balance, coordination, flexibility, strength, and lumbopelvic stability. Patients also should score better on Functional Outcomes Scales (Oswestry and LEFS), which indicates improved functional activity levels due to reduced low back, knee and hip pain.

## 2016 PHZIO Customer Acquisition & Sales Goals

In late September, 2016, the Company commercially launched the licensing of our PHZIO platform to 3<sup>rd</sup> party physical therapy practices throughout the U.S.

The American Physical Therapy Association (APTA), Private Practice Section (PPS) members are our initial universe of PT practices to target. Our sale launch begins with full-page print advertising in the PT industry's premier magazine *Impact* in early September 2016. It is then to be followed up with a full-page ad in the APTA PPS Conference Buyers Guide in early October. Following these two print advertisements, we were a tier 1 sponsor at the PPS Las Vegas conference from October 19-22, 2016 (October 20<sup>th</sup> Lunch Sponsor and 4-6pm Cocktail Reception Sponsor & Exclusive PHZIO Demo Session for all attendees). PHZIO will also have a full-page ad included in November 2016 and January 2017 *Impact* magazine issues. Our 2016 Customer Acquisition & Sales goals are to on-board at least 10 third-party PT practices during the fourth quarter of 2016. Each on-boarded PT practice will have a goal of inducting at least 3 new patients per week onto our PHZIO platform with a goal of delivering at least 17,000 PHZIO exercise session in the second half of 2016. Based upon achieving this number of PHZIO sessions, it would generate approximately \$344,000 in gross revenue for the Company, during the second half of 2016. Our planned sales launch includes industry advertising, lead generation and qualification program, which is anticipated to be implemented through a strategic partnership with a US-based sales support organization through a revenue share agreement. Our customer acquisition and sales strategy includes:

Lead Generation and Qualification through a call center that utilizes well-designed program stimuli and tactics, as well as strong agent lead qualification and closing skills. Next, based upon advertising to the PPS membership, we also plan to include an Inbound Sales team to handle virtually any type of inbound hard-or soft-sell sales call that embodies a sales performance-based culture. Our strategic partner will not be a typical script-driven order taking call center, they will embrace the natural dialogue and relationship skills necessary to turn every contact opportunity into a sale. Lastly, we anticipate an Outbound Sales to the PPS membership through mail, phone and e-mail, will be handled within the confines of privacy laws and regulations, where we anticipate creating an effective vehicles for gathering customer information, bringing awareness to discounts or promotions, and serving as a proactive retention tool for valued customers.

### Customer Relationship Management (CRM)

We will also be implementing a CRM that provides practices, strategies and technologies that we will use to manage and analyze customer interactions and data throughout the customer lifecycle, with the goal of improving business relationships with customers, assisting in customer retention and driving sales growth. CRM systems are designed to compile information on customers across different channels — or points of contact between the customer and the company — which could include the company's website, telephone, live chat, direct mail, marketing materials and social media. CRM systems can also give customer-facing staff detailed information on customers' personal information, purchase history, buying preferences and concerns.

Our PHZIO platform, including: design, testing, exercise intervention, follow-up, and exercise demonstration, has been developed by accomplished Los Angeles based physical therapist Darwin Fogt. Mr. Fogt has extensive experience and education working with diverse populations from professional athletes to morbidly obese. He understands the most beneficial exercise prescription to achieve optimal results and has had great success in motivating all patient types to stay consistent in working toward their goals. Additionally, his methods have proven effective and safe as he demonstrates exercises with attention to proper form to avoid injury. Mr. Fogt has established himself as a national leader in his field and has successfully implemented progressive solutions to delivering physical therapy: he has consulted with and been published by numerous national publications including *Runner's World*, *Men's Health*, *Men's Journal*, and various Physical Therapy specific magazines; his 13 plus years of experience include rehabilitating the general population, as well as professional athletes, Olympic gold medalists, and celebrities. He has bridged the gap between physical therapy and fitness by opening Evolution Fitness, which uses licensed physical therapists to teach high intensity circuit training fitness classes. He also founded one of the first exclusive prenatal and postnatal physical therapy clinics in the country. Mr. Fogt is a leader in advancing the profession to incorporate research-based methods and focus on, not only rehabilitation but also wellness, functional fitness, performance, and prevention. He is able to recognize that the national healthcare structure (federal and private insurance) is moving toward a model of prevention and that the physical therapy profession will take a larger role in providing wellness services to patients.

Innovators in other industries have solved access, cost and quality inefficiencies through the implementation of technology platforms and business models that deliver products and services on-demand and create new economies by connecting and empowering both consumers and businesses. We have taken the same approach to solving the pervasive access, cost and quality challenges facing the current access to physical therapy clinics.

Our underlying technology platform is complex, deeply integrated and purpose-built over the three years for the evolving physical therapy marketplace. Our PHZIO platform is highly scalable and can support substantial growth of third party licensees. Our PHZIO platform provides for broad interconnectivity between PT practitioners and their patients and, we believe, uniquely positions us as a focal point in the rapidly evolving PT industry to introduce innovative, technology-based solutions, such as remote patient monitoring, post-discharge treatment plan adherence and in-home care.

We plan to generate revenue from third-party PT and corporate wellness licensees on a contractually recurring per PHZIO session fee basis. Our PHZIO platform is anticipated to transform the access, cost and quality dynamics of physical therapy delivery for all of the market participants. We further believe any patient, employer, health plan or healthcare professional interested in a better approach to physical therapy is a potential PHZIO platform user.

We have developed various key performance indicators that we anticipate using to assess our business after we on-board third party PT licensees later in the year.

Before even launching, we have received a high indication of interest in our service. We think the demand is warranted, but recognize that in the early stages of our services, we may experience bottlenecks in our ability to meet the demand for same. Under this type of environment it is critical to maintain awareness of the Company's operational budget goals and how they are being met in our attempts to address demand. Because the Company is "early stage" and launching with a minimum of capital, monitoring cash flow on a constant basis will be essential to growth.

Our PHZIO platform enables patients to engage with live or on-demand video based physical therapy telemedicine treatments from their home or office. Following a physician's exam and prescription for physical therapy to treat back, knee or hip pain, a patient can be examined by a physical therapist and if found appropriate inducted in eWellness' PHZIO program that includes a progressive 6-month telemedicine exercise program (including weekly in-clinic exercise sessions and monthly in-clinic checkups. All PHZIO treatments are monitored by a licensed therapist that sees everything the patient is doing while providing their professional guidance and feedback in real-time. This ensures treatment compliance by the patient, maintains the safety and integrity of the prescribed exercises, tracks patient metrics and captures pre and post treatment evaluation data. PHZIO unlocks a host of potential for revolutionizing patient treatment models and directly links back to the established brick and mortar Physical Therapy clinic. This unique model enables any physical therapy practice to be able to execute more patient care while utilizing their same resources, and creates more value than was ever before possible.

Through our Cooperative Operating Agreement with Evolution Physical Therapy (“EPT”) their Marina del Rey, California patient induction office (“PIO”) is effectively a laboratory for us to support the licensing of our platform to the entire Physical Therapy (“PT”) industry. In April we moved the PIO to EPT’s Culver City location as we could not extend the lease at that location. Active PT licensing of our PHZIO platform is anticipated to begin in the fourth quarter of 2016. We have also developed a separate vertical for our PHZIO platform that focuses on the marketing of our platform as a robust Corporate Wellness program. Active marketing to the large scale employers in the Los Angeles area began in the October 2015 with the expectation of beginning at least pilot program for our Corporate Wellness program during the second quarter of 2016. Results from our current pilot program are expected to be published during the first quarter of 2017.

We are also actively seeking corporate partnership relationships with other telemedicine companies that if completed, would create a new channel for our corporate wellness PHZIO program. Amid ongoing challenges and changes within the healthcare industry, telemedicine is emerging as an increasingly attractive tool for delivering quality medical & wellness services.

In early 2016, we began offering our PHZIO program that has been designed to be the most productive physical exercise program available to corporate wellness programs and their employees. We anticipate that employers using our system can significantly improve employee wellness and decrease costs associated with workman’s compensation claims. PHZIO is a comprehensive lifestyle management intervention. Our PHZIO exercise program documents an employee’s success or failure. We can provision highly reliable Return On Investment (“ROI”) metrics displayed on an easy to use HIPAA compliant dashboard for any organization using our PHZIO system.

*The Current State of Workplace Wellness Programs:*

Broadly, a workplace wellness program is an employment-based activity or employer-sponsored benefit aimed at promoting health-related behaviors (primary prevention or health promotion) and disease management (secondary prevention). It may include a combination of data collection on employee health risks and population-based strategies paired with individually focused interventions to reduce those risks. A formal and universally accepted definition of a workplace wellness program has yet to emerge, and employers define and manage their programs differently. Programs may be part of a group health plan or be offered outside of that context; they may range from narrow offerings, such as free gym memberships, to comprehensive counseling and lifestyle management interventions<sup>4</sup>.

Wellness programs have become very common, as 92 percent of employers with 200 or more employees reported offering them in 2009. Survey data indicate that the most frequently targeted behaviors are exercise, addressed by 63 percent of employers with programs; smoking (60 percent); and weight loss (53 percent). In spite of widespread availability, the actual participation of employees in such programs remains limited. While no nationally representative data exist, a 2010 non-representative survey suggests that typically fewer than 20 percent of eligible employees participate in wellness interventions.

Wellness Program Impact: In industry surveys, employers typically express their conviction that workplace wellness programs are delivering on their promise to improve health and reduce costs. Numerous anecdotal accounts of positive program effects are consistent with this optimistic view. Further, several evaluations of individual programs and summative reviews in the scientific literature provide corroborating evidence for a positive impact.

In “A Review of the U.S. Workplace Wellness Market“, the most recent scientific literature evaluating the impact of workplace wellness programs on health-related behavior and medical cost outcomes identified 33 peer-reviewed publications that met their standards for methodological rigor. They found, consistent with previous reviews, evidence for positive effects on diet, exercise, smoking, alcohol use, physiologic markers, and health care costs, but limited evidence for effects on absenteeism and mental health. They could not conclusively determine whether or not program intensity was positively correlated with impact. Positive results found in this and other studies should be interpreted with caution, as many of these programs were not evaluated with a rigorous approach, and published results may not be representative of the typical experience of a U.S. employer.

The Company completed the initial closing of a private financing of up to \$120,000 in June, 2016, pursuant to Rule 506 (c) promulgated pursuant to the Securities Act of 1933, as amended.

## **Results of Operations for the three and nine months ended September 30, 2016 and September 30, 2015.**

The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this Quarterly Report.

### *Operating Expenses*

Operating expenses during the three months ended September 30, 2016 was \$1,063,810 compared to \$363,546, for the three months ended September 30, 2015. Operating expenses for the nine months ended September 30, 2016 totaled \$2,389,811 compared to \$1,072,480 for the nine months ended September 30, 2015. Operating expenses increased for the nine month period primarily as a result of an increase in professional fees for consulting services.

### *Interest Expense.*

Interest expense, including interest expense-related parties, was \$480,324 and \$36,826 for the three months ended September 30, 2016 and September 30, 2015, respectively. Interest expense, including expense-related parties was \$1,002,213 and \$90,174 for the nine months ended September 30, 2016 and September 30, 2015, respectively. The increase was related to costs of convertible debt with unrelated parties.

### *Net Loss*

Net loss during the three months ended September 30, 2016 was \$770,809 compared to \$429,876 for the three months ended September 30, 2015. Net loss during the nine months ended September 30, 2016, totaled \$3,123,841 compared to \$1,180,835 for the nine months ended September 30, 2015. The increase in the net loss is a result of increased operating and interest expenses as discussed above.

## **Liquidity and Capital Resources**

The Company had \$1,058 and \$41,951 cash as of September 30, 2016 and December 31, 2015, respectively.

Net cash used in operating activities was \$160,893 for the nine months ended September 30, 2016, compared to \$320,426 for the nine months ended September 30, 2015. Although the net loss was greater for the period ended September 30, 2016 than that for the period ended September 30, 2015, the adjustments to reconcile net cash used in operating activities were \$1,521,719 and \$450,629 for the periods ended September 30, 2016 and September 30, 2015, respectively. In addition, the net changes in assets and liabilities were \$1,441, 229 and \$409,780 for the periods ended September 30, 2016 and September 30, 2015, respectively.

Net cash used in investing activities was \$0 for the nine months ended September 30, 2016, compared to \$4,207 for the nine months ended September 30, 2015.

Net cash provided by financing activities during the nine months ended September 30, 2016, was \$120,000 compared to \$350,580 for the nine months ended September 30, 2015.

We had not yet earned any revenues as of the period ending September 30, 2016. Our current cash position is not sufficient to fund our cash requirements during the next twelve months including operations and capital expenditures. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

We had assets at September 30, 2016 of \$1,308,860. We will be reliant upon shareholder loans, private placements or public offerings of equity to fund any kind of operations, although there can be no guarantee we will be able to secure such finding on beneficial terms, if at all. We have secured no sources of loans.

## Contingencies

The Company may be subject to lawsuits, administrative proceedings, regulatory reviews or investigations associated with its business and other matters arising in the normal conduct of its business. The following is a description of an uncertainty that is considered other than ordinary, routine and incidental to the business.

The closing of the Initial Exchange Agreement with Private Co. was conditioned upon certain, limited customary representations and warranties, as well as, among other things, our compliance with Rule 419 (“Rule 419”) of Regulation C under the Securities Act of 1933, as amended (the “Securities Act”) and the consent of our shareholders as required under Rule 419. Accordingly, we conducted a “Blank Check” offering subject to Rule 419 (the “Rule 419 Offering”) and filed a Registration Statement on Form S-1 to register the shares of such offering; the Registration Statement was declared effective on September 14, 2012. We used 10% of the subscription proceeds as permitted under Rule 419 and the amount remaining in the escrow trust as of the date of the closing of the Share Exchange was \$90,000 (the “Trust Account Balance”).

Rule 419 required that the Share Exchange occur on or before March 18, 2014, but due to normal negotiations regarding the transactions and the parties’ efforts to satisfy all of the closing conditions, the Share Exchange did not close on such date. Accordingly, after numerous discussions with management of both parties, they entered into an Amended and Restated Share Exchange Agreement (the “Share Exchange Agreement”) to reflect a revised business combination structure, pursuant to which we would: (i) file a registration statement on Form 8-A (“Form 8A”) to register our common stock pursuant to Section 12(g) of the Exchange Act, which we did on May 1, 2014 and (ii) seek to convert the participants of the Rule 419 Offering into participants of a similarly termed private offering (the “Converted Offering”), to be conducted pursuant to Regulation D, as promulgated under the Securities Act.

Fifty-two persons participated in the Rule 419 Offering and each of them gave the Company his/her/its consent to use his/her/its escrowed funds to purchase shares of the Company’s restricted common stock in the Converted Offering (the “Consent”) rather than have their funds returned. To avoid further administrative work for the investors, we believe that we took reasonable steps to inform investors of the situation and provided them with an appropriate opportunity to maintain their investment in the Company, if they so choose, or have their funds physically returned. Management believed the steps it took constituted a constructive return of the funds and therefore met the requirements of Rule 419.

However, pursuant to Rule 419(e)(2)(iv), “funds held in the escrow or trust account shall be returned by first class mail or equally prompt means to the purchaser within five business days [if the related acquisition transaction does not occur by a date that is 18 months after the effective date of the related registration statement].” As set forth above, rather than physically return the funds, we sought consent from the investors of the Rule 419 Offering to direct their escrowed funds to the Company to instead purchase shares in the Converted Offering. The consent document was given to the investors along with a private placement memorandum describing the Converted Offering and stated that any investor who elected not to participate in the Converted Offering would get 90% of their funds physically returned. Pursuant to Rule 419(b)(2)(vi), a blank check company is entitled to use 10% of the proceed/escrowed funds; therefore, if a return of funds is required, only 90% of the proceed/escrowed funds need be returned. The Company received \$100,000 proceeds and used \$10,000 as per Rule 419(b)(2)(vi); therefore, only \$90,000 was subject to possible return.

As disclosed in the prior amendments to the Initial Form 8-K, we have filed the prior amendments in response to comments from the SEC regarding the Form 8-K and many of those comments pertain to the Company’s potential violation of Rule 419. Although the Company has continued to provide the SEC with information and analysis as to why it believes it did not violate Rule 419, based upon latest communications with the persons reviewing the Form 8-K, they do not agree with the assessments the Company presented to them. Comments and communications indicate that Rule 419 requires a physical return of funds if a 419 offering cannot be completed because a business combination was not consummated within the required time frame; constructive return is not permitted.

As a result of these communications and past comments, we are disclosing that we did not comply with the requirements of Rule 419, which required us to physically return the funds previously submitted to escrow pursuant to the Rule 419 Offering. As a result of our failure to comply with Rule 419, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419. If any claims or actions were to be brought against us relating to our lack of compliance with Rule 419, we could be subject to penalties (including criminal penalties), required to pay fines, make damages payments or settlement payments. In addition, any claims or actions could force us to expend significant financial resources to defend ourselves, could divert the attention of our management from our core business and could harm our reputation.



Ultimately, the SEC determined to terminate its review of the Initial Form 8-K and related amendments, rather than provide us with additional opportunities to address their concerns and therefore, we did not clear their comments. It is not possible at this time to predict whether or when the SEC may initiate any proceedings, when this issue may be resolved or what, if any, penalties or other remedies may be imposed, and whether any such penalties or remedies would have a material adverse effect on our consolidated financial position, results of operations, or cash flows. Litigation and enforcement actions are inherently unpredictable, the outcome of any potential lawsuit or action is subject to significant uncertainties and, therefore, determining at this time the likelihood of a loss, any SEC enforcement action and/or the measurement of the amount of any loss is complex. Consequently, we are unable to estimate the range of reasonably possible loss. Our assessment is based on an estimate and assumption that has been deemed reasonable by management, but the assessment process relies heavily on an estimate and assumption that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change that estimate and assumption. In light of the uncertainty of this issue and while Management evaluates the best and most appropriate way to resolve same, management determined to create a reserve on the Company's Balance Sheet for the \$90,000 that was subject to the Consent.

#### **Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### **Critical Accounting Policies and Estimates**

Please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on Form 10-K for the year ended December 31, 2015, for disclosures regarding the Company's critical accounting policies and estimates, as well as any updates further disclosed in our interim financial statements as described in this Form 10-Q.

#### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a "smaller reporting company", we are not required to provide the information under Item 3.

#### **ITEM 4. CONTROLS AND PROCEDURES.**

##### *Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of September 30, 2016, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and (ii) that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

#### *Changes in Internal Controls Over Financial Reporting*

There were no changes in the Company's internal controls over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **PART II - OTHER INFORMATION**

#### **ITEM 1. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

On April 15, 2016, the Company authorized the issuance of 10,000 shares for consulting services for a value of \$30,000.

On May 17, 2016, the Company authorized the issuance of 100,000 shares for consulting services for a value of \$10,000.

On May 23, 2016, the Company authorized the issuance of 450,000 shares for consulting services for a value of \$1,669,500.

On June 2, 2016, the Company issued 120,000 shares for \$120,000 cash.

On July 13, 2016, the Company issued 172,958 shares of common stock as a result of warrants being exercised in a cashless exercise.

On August 31, 2016, September 27, 2016 and September 29, 2016, the Company issued a total of 716,665 shares of common stock as a result of debt conversion. The total debt conversion was \$19,000.

As of the period ended September 30, 2016, the Company has 20,642,393 shares of common stock issued and outstanding.

All of the transactions listed above were made pursuant to the exemption from the registration provisions of the Securities Act of 1933, as amended, provided by Section 4(a)(2) of the Securities Act for sales not involving a public offering or Rule 506(b) of Regulation D promulgated by the SEC. The securities issued have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**ITEM 2. EXHIBITS.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended & Restated Certificate of Incorporation of Registrant. (Incorporated by reference to Exhibit 4.1 to the Form 8-K/A filed on August 6, 2014)
3.2	Bylaws of the Company. (Incorporated by reference to Exhibit 3(b) to the Registration Statement on Form S-1 filed on May 15, 2012)
10.1	Securities Purchase Agreement dated December 23, 2014 (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.2	Form of 12% Senior Convertible Promissory Note (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.3	Form of Series A Warrant Agreement (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.4	Form of Registration Rights Agreement (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.5	Form of Security Agreement (Incorporated by reference to the Company's Current Report on Form 8-K filed on January 6, 2015)
10.6	Operating Agreement with Evolution Physical Therapy (Incorporated by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10-Q filed on May 12, 2015)
10.7	Medical Advisory Agreement with Akash Bajaj M.D., M.P.H. (Incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed on May 12, 2015)
10.8	Advisory Agreement *
31.1	Rule 13a-14(a)/15d-14(a) Principal Executive Officer Certification*
31.2	Rule 13a-14(a)/15d-14(a) Principal Financial and Accounting Officer Certification*
32.1	Certifications under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)*
32.2	Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)*
101.INS	XBRL INSTANCE DOCUMENT *
101.SCH	XBRL TAXONOMY EXTENSION SCHEMA *
101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE *
101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE *
101.LAB	XBRL TAXONOMY EXTENSION LABEL LINKBASE *
101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE *

\* Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eWellness Healthcare Corporation

Date: November 22, 2016

By: /s/ Darwin Fogt

Darwin Fogt  
Director and Chief Executive Officer  
(Principal Executive Officer)

Date: November 22, 2016

By: /s/ David Markowski

David Markowski, Chief Financial Officer  
(Principal Financial and Accounting Officer)

Exhibit 31.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Darwin Fogt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 of eWellness Healthcare Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 22, 2016

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Darwin Fogt,  
Chief Executive Officer (Principal Executive Officer)

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## Exhibit 31.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David Markowski, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 of eWellness Healthcare Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 22, 2016

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David Markowski,  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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Exhibit 32.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended September 30, 2016 as filed with the Securities and Exchange Commission (the "Report"), the undersigned Darwin Fogt, Chief Executive Officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

eWellness Healthcare Corporation.

Date: November 22, 2016

By: \_\_\_\_\_  
Darwin Fogt, Director and Chief Executive Officer  
(Principal Executive Officer)

*This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.*

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Exhibit 32.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended September 30, 2016 as filed with the Securities and Exchange Commission (the "Report"), the undersigned David Markowski, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

eWellness Healthcare Corporation

Date: November 22, 2016

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David Markowski, Chief Financial Officer  
(Principal Financial and Accounting Officer)

*This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.*

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