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

# Form 10-K

**[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2018**

**[ ] 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** | **90-1073143** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **11825 Major Street, Culver City, California** | **90230** |
| (Address of principal executive offices) | (Zip Code) |

**(855) 470-1700**
(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Act: **None**

Securities registered under Section 12(g) of the Act: Common stock, $0.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes [ ] No [X]

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 [X] 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 [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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 Rule 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 [X]

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

Yes [ ] No [X]

The aggregate market value of the 131,508,839 voting and non-voting common equity held by non-affiliates on June 29, 2018 (the last trading date in June 2018) computed by reference to the closing price of $.089 on such date or the average bid and asked prices of such common equity as of the last business day of the registrant's most recently completed second fiscal quarter was $11,704,287.

The number of shares of Common stock, $0.001 par value, outstanding on March 25, 2019 is 217,189,636.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

**eWellness Healthcare Corporation**
**Form 10-K**
**For the Year Ended December 31, 2018**

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FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements". All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objections of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words "may," "could," "estimate," "intend," "continue," "believe," "expect" or "anticipate" or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made.

Throughout this Annual Report references to "we", "our", "us", "eWellness", "the Company", and similar terms refer to eWellness Healthcare Corporation and its wholly owned subsidiary.

# PART I

## ITEM 1. BUSINESS

eWellness Healthcare Corporation (f/k/a Dignyte, Inc.), (the "eWellness", "Company", "we", "us", "our") was incorporated in the State of Nevada on April 7, 2011.

*The Company and Nature of Business*

eWellness is the first physical therapy telehealth company to offer insurance reimbursable real-time distance monitored treatments. eWellness plans to generate revenue from Third Party Healthcare Administrators ("TPA") employees, PTs and corporate wellness licensees on a contractually recurring PHZIO session fee basis. Our PHZIO platform is anticipated to transform the access, cost and quality dynamics of physical therapy ("PT") delivery for the market participants. eWellness further believes any patient, employer, health plan or healthcare professional interested in a better approach to PT is a potential PHZIO platform user.

Our PHZIO platform has been developed to significantly support us in becoming the leader in the new industry of digital telehealth physical therapy ("dPT"). Our focus is to highlight that many of all future PT treatments can be accomplished with a smart phone. This new digital adoption will lower patient treatment costs, expand patient treatment access and improve patient compliance. Our PHZIO platform allows patients and PT's to cut the cord from the old-school, wait in line, brick and mortar clinical experience to an immediate response digital, in-home PT experience. 80% of all PT assessments and treatments can now be done on a patient's smart phone in the privacy of their own home. Digital PT is clearly the next upgrade the industry needs to make.

Our PHZIO platform completely disrupts the current in-clinic business model of the $30 billion PT industry and the $8 billion corporate wellness industries. 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 PT clinics. eWellness' underlying technology platform is complex, deeply integrated and purpose-built over the past four years for the evolving PT marketplace. eWellness' PHZIO platform is highly scalable and can support substantial growth of third-party licensees. eWellness' PHZIO platform provides for broad interconnectivity between PT practitioners and their patients, uniquely positioning the Company 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.

PHZIO re-defines the way PT can be delivered. PHZIO is the first real-time remote monitored one-to-many PT 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.

*Los Angeles Sales & Marketing Office:* The Company opened its first sales and marketing office in Playa Vista, California in May 2017 to accelerate the adoption of PHZIO and the other new digital telehealth tools to patients, physicians and PT's in California. The company has also hired sales and marketing professional consultants to manage the new silos of business development.

eWellness will initially rollout these new telehealth solutions within California, New Jersey, Georgia, Tennessee, Arizona and Canada, with plans to expand nationally over the next twelve months. With these new telehealth tools, eWellness will engage with the "At-Home" Physical Therapy treatment market. This market involves physical therapy practitioners treating patients in their home instead of a clinic. The "At-Home" market model when combined with PHZIO offers patients and practitioners a means to receive and deliver PT services without having to leave work during normal business hours. Patients can receive physical therapy services at almost any hour of the day. A model that is not currently employed within traditional clinical settings.

The Company has created a strong path to initial revenue generation and substantial sales growth through executing on our Workers Compensation Sales Funnel. Our Workman's Compensation Sales Funnel currently includes 101 companies. Starting in the Summer of 2018 we pivoted our sales process to focus on the workman's compensation PT industry. We are pitching to 12 separate industry silos of potential business within the 101 workman's compensation sales funnel prospects. Multiple agreements are anticipated to be executed from our workman's compensation sales funnel through the middle of 2019 and beyond.

Based upon a business marketing pivot during the summer of 2018, our current business model is to provision our PHZIO platform to any customer of workers compensation third party administrators (TPA's), physical therapy clinic in the U.S. and or have large-scale employers use our digital PHZIO platform as a workers' compensation physical therapy program. We have created a strong path to lowering the spending on workman's compensation claims through the utilization of our PHZIO digital PT treatment platform.

<u>PreHabPT.</u> Any individuals covered by EPS and/or LW, who are seeking non-emergency orthopedic surgery shall first receive a concierge online consultation, in-home or in-office PT therapy evaluation and will be prescribed a four to eight-week prehabpt.com exercise program prior to any surgery. Another in-home or in-office PT evaluation will be made following surgery and a treatment plan will be initiated. PreHabPT is up to an eight-week physician to patient pre-surgical (Prehab) digital therapeutic exercise treatment system for patients that anticipate having total join replacement (knee, hip and or shoulder) or back surgeries.

<u>PurePT.</u> PurePT is a patient and independent PT digital treatment platform for connecting new patients to PT's that are seeking to be treated with our PHZIO treatment system. Patient program assessments can be made in the privacy of a patient's home or office. PurePT connects new patients to PT's, particularly in states that have direct access rules where patient's insurance will reimburse for treatment without requiring a physician's prescription. PurePT puts the patient first.

<u>PHZIO Comprehensive Wellness Program</u> Any EPS and/or LW insureds may, after an in-home or in-office PT assessment, enroll in a 6-month comprehensive wellness program. The top line wellness goals of our PHZIO wellness exercise program is to graduate at least 60% of inducted patients through our 6-month program. Patients should expect to experience an average of a 20% reduction in BMI, a two-inch reduction in waist size, weight loss of at least 10 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.

The Company's PHZIO home PT exercise platform has been designed to disrupt the $30 billion PT and the $8 billion corporate wellness industries. PHZIO re-defines the way PT can be delivered. PHZIO is the first real-time remote monitored one-to-many PT 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 PT Delivery System

- SaaS technology platform solution for providers bundling rehabilitation services and employer wellness programs: PTs can evaluate and screen patients and calculate joint angles using drawing tool

- First real-time remote monitored one-to-many PT treatment platform for home use;

- Ability for PTs to observe multiple patients simultaneously in real-time;

- Solves what has been a structural problem and limitation in post-acute care practice growth.

- PT practices can experience 20% higher adherence and compliance rates versus industry standards; and

- Tracking to 30% increase in net income for a PT practice.

Our initial 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.

Our PHZIO platform, which includes 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 enormous 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 clinic 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 can 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 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.

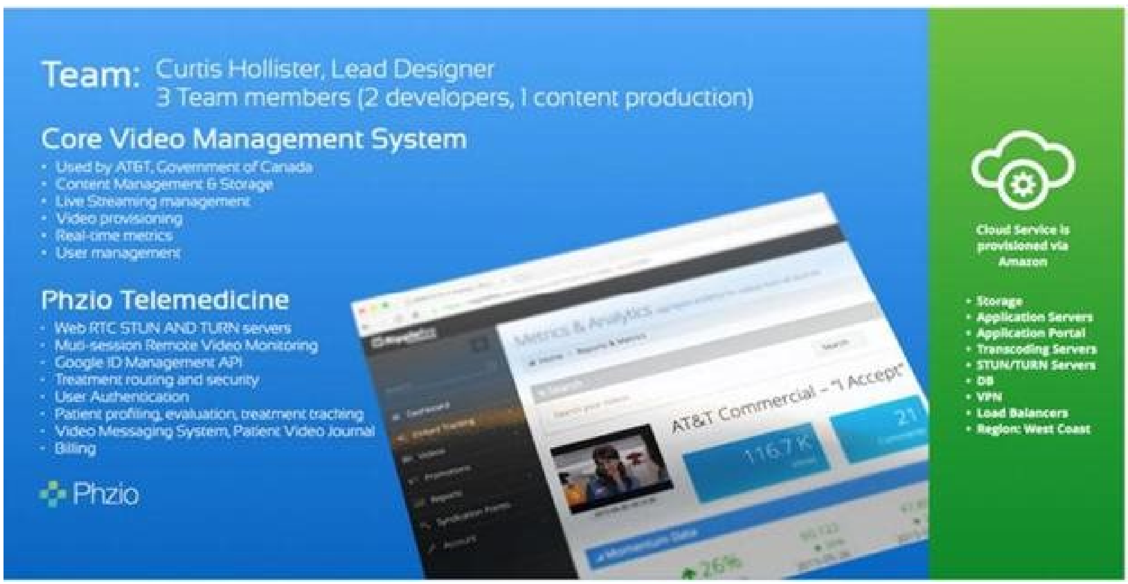
Before even launching, we have received a high indication of interest in our service. We think the demand is warranted but recognize, that in the preliminary stages of our services, we may experience bottlenecks in our ability to meet the demand for the service. Under this type of environment, it is critical to maintain awareness of the Company's operational budget goals and how they are being met in our attempts to address demand. Regardless of our growth pace, it is critical to shareholder value that we are mindful of our operational spending.

Our PHZIO platform enables patients to engage with live or on-demand video-based PT telemedicine treatments from their home or office. Following a physician's exam and prescription for PT to treat back, knee or hip pain, a patient can be examined by a PT and, if found appropriate, inducted into the Company's PHZIO program that includes a progressive 6-month telemedicine exercise program (including monthly in-clinic check-ups). All PHZIO treatments are monitored by a licensed therapist that sees everything the patient is doing while providing 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 PT clinic. This unique model enables any PT practice to be able to execute more patient care while utilizing their same resources and creates more value than was ever before possible.

Our underlying technology platform is complex, deeply integrated and purpose-built for the evolving PT 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.

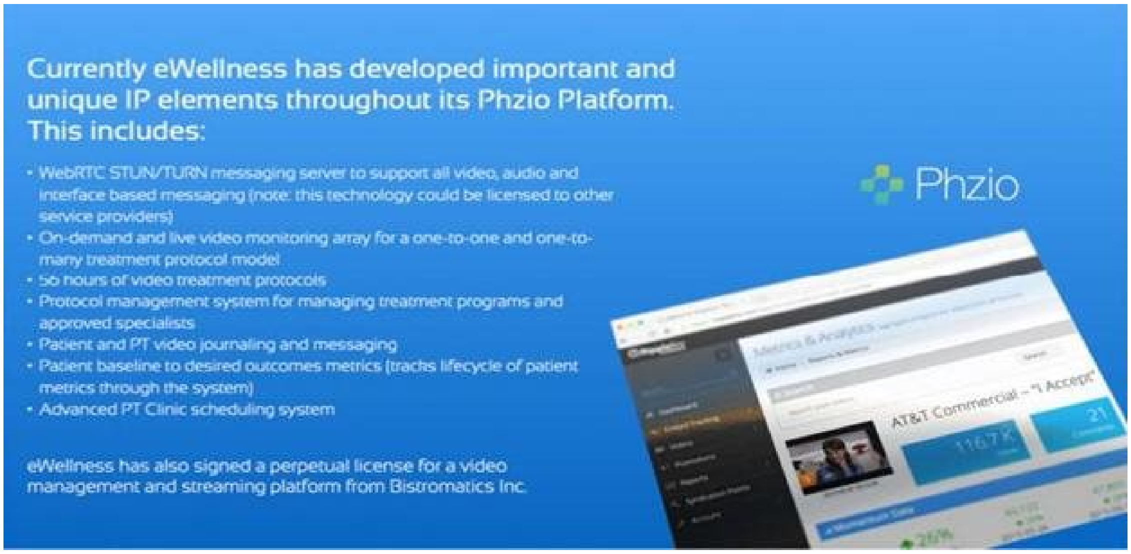
*Background on our PHZIO Technology*

The Company's Chief Technology Officer ("CTO"), Curtis Hollister, oversees the operational aspects of the PHZIO platform via a team located in Ottawa, Canada. The below noted chart contains information on our PHZIO System.



*IP and Licensing*

We have licensed our telemedicine platform from Bistromatics Inc., a company owned by our CTO, for perpetuity for any telemedicine application in any market worldwide. The below noted chart highlights what we have built to date.




**Recent Developments**

On November 12, 2016, the Company entered into a Services Agreement with Bistromatics, Inc. (the "Bistromatics Agreement"), a Company incorporated under the laws of Canada ("Bistromatics"). Pursuant to the Bistromatics Agreement, Bistromatics will provide operational oversight of the Company's Phzio System including development, content editing, client on boarding, clinic training, support & maintenance, billing, hosting and oversight and support of CRM and helpdesk system. The Company has agreed to pay a monthly base fee of $50,000 monthly until Bistromatics has successfully signed and collected the first monthly service fee for 100 Physical Therapy Clinics to start using our Platform. When, and if, Bistromatics provides the Company with evidence of the 100 Physical Therapy Clinics, the monthly service fee will be $100,000. Bistromatics will have the ability to convert any outstanding amounts that fall in arrears for 60 days into common stock at the same terms as the next round of financing or the Company's common stock market price, whichever is higher. Bistromatics will also have the right to appoint 40% of the directors.

*Investment Agreement with Tangiers Global, LLC*

On February 14, 2017, the Company entered into an Investment Agreement with Tangiers. Pursuant to the terms of the Investment Agreement, Tangiers committed to purchase up to $5,000,000 of the Company's common stock over a period of up to 36 months. From time to time during the 36-month period commencing from the effectiveness of the registration statement, we may deliver a put notice to Tangiers which states the dollar amount that we intend to sell to Tangiers on a date specified in the put notice. The maximum investment amount per notice must be no more than 200% of the average daily trading dollar volume of our Common stock for the ten (10) consecutive trading days immediately prior to date of the applicable put notice and such amount must not exceed an accumulative amount of $250,000. The minimum put amount is $5,000. The purchase price per share to be paid by Tangiers will be the 80% of the of lowest trading prices of the Common stock during the 5 trading days including and immediately following the date on which put notice is delivered to Tangiers.

In connection with the Investment Agreement with Tangiers, we also entered into a registration rights agreement with Tangiers.

*Advisory Agreement with Fintech Global Consultants*

On March 16, 2018, the Company as signed an Advisory Agreement with Fintech Global Consultants ["FGC" http://f-g-c.com ] to assist the Company in completing blockchain adaptation across the $30 billion physical therapy and $8 billion wellness markets with new advanced health tech tools. We believe that out implementation of the new blockchain technology for the Company's PHZIO digital treatment platform and our other new health tech tools may have a beneficial impact on patient care beginning in the third quarter of 2019. The Company has hired a leading international blockchain advisory firm to further our state of the art PHZIO digital telehealth platform. We believe that by being blockchain enabled, our patients will have more convenient access to wellness services, seamless storage and access to HIPPA compliant medical records and simplified insurance reimbursement. In addition, FGC will assist the Company in its planned Initial Coin Offering of up to a $10 million non-dilutive funding that we believe will help in the implementation and acceleration of PHZIO's expansion on a national basis during the next twelve months.

*Competition*

We have identified multiple privately-held telemedicine and exercise platform companies that utilize Avatar/Kinect-based telerehb platforms including: Reflexion Health, RespondWell, Physmodo, Jintronx, MotionCare 360 and Five Plus. Additionally, we have identified other video-based physical therapy solutions such as: Bluejay, PT Pal, VitalRock, Physiotech, SimplyTherapy and YouTube. Yet, none of these companies have real-time PT monitoring, one-to-many platform, treatments reimbursable by payors and strong program compliance and adherence by patients.

***The PHZIO.COM Exercise Program***

A Monitored In-office & Telemedicine Exercise Program : Our initial 6-month PHZIO exercise program has been designed to provide patients, who are accepted into the program, with traditional one-on-one PT evaluations, re-evaluations (one to four weeks throughout the PHZIO program depending on type of insurance), and after the conclusion of the program a Physical Performance Test. These PTs are known as Induction & Evaluation PTs ("IEPTs"). All patient medical data, information and records are retained in the files of the IEPT. The IEPT will also evaluate the progress of the patient's participation in our PHZIO program.

- Physician Diagnosis: Following a physician's diagnosis of a patient with non-acute back pain, who is also likely overweight and pre-diabetic, a physician may prescribe the patient to participate in the eWellness PHZIO exercise program.

- Enrollment Process: The accepted patients are assessed by a PT, located at a PT Licensee clinic and then enrolled in our PHZIO program by going online to our PHZIO program virtual private network ("VPN") and creating a login name and password. The patient will then populate their calendar with planned times when they anticipate exercising. They will also be provided with a free exercise ball, resistance stretch bands, stretch strap and yoga mat at induction.

- Exercising Begins: The day after the patient receives the equipment, the patient will log on to our VPN at least 3 times per week, to watch and follow the prescribed 40-minute on-line exercise program. The PHZIO platform also allows two-way communication (videoconferencing) with one of our licensee's On-line PTs ("OLPT's"), who is responsible for monitoring on-line patients. The OLPT's are also available to answer patient's questions. When available the patients exercise sessions are recorded and stored in our system as proof that they completed the prescribed exercises. There are 250 various 40-minute exercise videos that are viewed by our patients in successive order.

- Driving Patients to work out between 6:00am-9:30am 5 days per week: Our PHZIO system has a calendar function so that patients can schedule when they will login to our PHZIO system. This calendar enables a PT Licensee to better spread the load of patients participating in any forty-minute on-line exercise program during our 15 hours of weekly operations, 6am through 9:30am Monday through Friday are to most optimal hours for patient engagement. Also, if the patient is not on-line at the planned exercise time, our system can send them an automated reminder, via text, voicemail and or e-mail messaging.

*Trackable Physical Therapy* **.** The exercise PHZIO prescription and instruction will be delivered with a series of on-line videos easily accessed by each patient on the internet. Each video will be approximately 40 minutes in length with exercises, which will specifically address the common impairments associated with diabetes and/or obesity. Exercise programs will be able to be performed within each patient's own home or work location without requiring standard gym equipment. Each patient will be required to log in to the system which will monitor performance automatically to ensure their compliance. Each patient will be required to follow up with their referring physician and PT at designated intervals and metrics such as blood pressure, blood sugars, BMI, etc. will be recorded to ensure success of the program.

*Patient Program Goals* **.** Our initial PHZIO program was designed so that the average patient is targeted to lose 2 pounds per week, totaling up to 48 pounds over the duration of the program to progress toward healthier defined BMI, reduction body fat percentage by at least 8%, reduced reliance on medication for blood glucose regulation and dosage or frequency and a goal of at least a 50% adherence to continuing the PHZIO program independently at conclusion of program.

*Trackable Video Exercise Program* . The On-Line PHZIO video content includes all aspects of wellness preventative care to ensure the best results: cardiovascular training, resistance training, flexibility, and balance and stabilization; research studies on all such distinct impairments have shown to provide effective treatment results. Each video integrates each of the four components to guarantee a comprehensive approach to the wellness program, but each video will specifically highlight one of the four components. All PHZIO video content can be viewed on all desktops, tablets, PC's and MAC computers.

*Specific Video Programs* . Each patient will receive a prescription for six months (26 week) of physical therapy and exercise that is provided by viewing on-line programs produced by eWellness where the patient can do these exercises and stretching on their own at least 3 days per week for at least 40 minutes. The PHZIO videos can be watched on a laptop or desktop computer and on IOS and Android smart phones since the second quarter of 2017. To view the videos, the patient would log onto the PHZIO web-site and would be directed to watch the appropriate video in sequence. As the patient is logged-in, the monitoring PT will be able to monitor how often and if the entire video session was viewed. This data would be captured and sent weekly to the prescribing physician and the monitoring PT for review. At all times, a licensed OLPT/PTA will have access to each patient utilizing the videos and will be able to communicate with a patient via video-conferencing and/or instant messaging. This will help improve adherence to the program as well as the success and safety of the patients' treatments. A patient will also be instructed to walk or ride a bike at least 30 minutes three days per week in addition to participating in our program.

If the patient is not viewing the videos, then the prescribing physician and/or the monitoring PT would reach out to the patient by telephone and/or e-mail to encourage the patient to keep up their physical fitness regime. After each series, the patient returns for an office visit to the prescribing physician for blood tests, blood pressure and a weight management check- up as well as a follow-up visit with the PT for assessment of the patient's progress toward established goals.

*Exercise Patient Kits.* Most patients will receive a home exercise tool kit, which will include: an inflatable exercise ball, a hand pump, a yoga mat, a yoga strap, and varying levels of resistance bands. Each of the PHZIO exercise videos will include exercises that incorporate the items in the tool kit. By using a bare minimum of equipment, patients should be able to participate more easily at home or at their workplace. Our estimated cost of the kit is $49, which we pay and factored into aPT licensees' revenue stream and internal projections. The cost of the exercise kits may also be billed to the patients account.

*Our Cloud-based PHZIO System Design* **.** Our CTO is currently a principal shareholder and operator of two video content platform-based businesses in Ottawa, Canada that have built and own the intellectual property for various global corporate and governmental projects having similar requirements as ours. Not only will his experience stand to significantly shorten our path to service activation of our own program, but his industry contacts will provide immediate access to valuable resources. Because of this access, initially all system maintenance, updates and upgrades of our PHZIO platform will be made by him and a readily available team of independent freelance consultants in Ottawa. Additionally, through his ownership in these video content platform businesses, the Company did enter into an agreement with one of them to secure the rights to intellectual property completing approximately 100% of the Company's systems requirements at a total cost of $20,000. Our platform was built based on the Zendesk® highly-scalable customer service application platform. Currently, all system maintenance, updates and upgrades will be made by our CTO's team in Ottawa.

***Insurance/Reimbursement***

Thus far in the state of California our initial licensee has successfully gained reimbursement from Blue Cross, Blue Shield and CIGNA insurance companies. The licensee receiver reimbursements that are equivalent to in-clinic patient reimbursements. For PT licensee patients, whose insurance companies provide little or no reimbursement for Physical Therapy Telemedicine Reimbursement, they may have higher co-payments for participating in the PHZIO program or be responsible to pay the full cost of such services.

*Expansion into other markets where telemedicine has high support.* On December 20, 2013, we executed a 25-year licensing agreement with a London, Ontario based telemedicine company Physical Relief Telemedicine Health Care Services ("PRTHCS"), pursuant to which we granted PRTHCS a limited, transferable right to use and promote our PHZIO Program within the province of Ontario; additional Canadian territories may be added at the parties' mutual discretion. PRTHCS has a known track-record in the telemedicine industry in Canada. To date PRTHCS has been unsuccessful in licensing our PHZIO platform to any Canadian based PT clinics.

*Our Planned Expansion into other States where Telemedicine has high support* . The most common path being taken by states is to cover telemedicine services in their Medicaid program. 42 states now provide some form of Medicaid reimbursement for telemedicine services (mostly physician to physician consultations). More importantly 16 states have now expanded their definition of telemedicine to include physical therapy and have also required that state and private insurance plans cover telemedicine services. Those 16 states with the broadest telemedicine policies include: Alaska, Georgia, Hawaii, Louisiana, Maine, Maryland, Michigan, Mississippi, Missouri, Montana, New Mexico, Oklahoma, Oregon, Texas, Virginia and Vermont.

***Intellectual Property***

With adequate funding, we anticipate the development of various Application and Pioneering Methods patent protect and Trademark protection associated with our technology platform and unique physical therapy treatments.

**REGULATIONS AND HEALTHCARE REFORM**

Numerous federal, state and local regulations regulate healthcare services and those who provide them. Some states into which we may expand have laws requiring facilities employing health professionals and providing health-related services to be licensed and, in some cases, to obtain a certificate of need (that is, demonstrating to a state regulatory authority the need for, and financial feasibility of, new facilities or the commencement of new healthcare services). Only one of the states in which we intend to roll out our services requires a certificate of need for the operation of our physical therapy business functions. Our therapists, however, are required to be licensed, as determined by the state in which they provide services. Failure to obtain or maintain any required certificates, approvals or licenses could have a material adverse effect on our business, financial condition and results of operations.

***State Legislation***

Insurance reimbursement for our PHZIO services is likely to improve in 2019 and beyond based upon current draft legislation in Congress that seeks to significantly expand Medicare's reimbursement for telemedicine services including for physical therapy. If passed, this legislation would drive private healthcare insurers to also reimburse for physical therapy associated with telemedicine. We have received authorization from the California State Board of Physical Therapy ("CSBPT") that we could operate our PHZIO platform and bill patients' insurance within the Association's rules in the state of California.

On July 21, 2017, bill SB 291 (now P.L.2017, c.117) became effective in New Jersey. The law establishes coverage of telemedicine and telehealth services, both under New Jersey Medicaid and commercial health insurance plans. The law does not explicitly impose a payment parity requirement (i.e., mandating that reimbursement for telemedicine and telehealth services be equal to reimbursement rates for identical in-person services). Instead the law sets the in-person reimbursement rate as the maximum ceiling for telemedicine and telehealth reimbursement rates.

On January 17, 2018 an amendment ("SB 1315") to the New Jersey Physical Therapy Licensing Act of 1983 ("PT Licensing Act"), became effective. This law expands the scope of practice of PTs to include identification of balance disorders; wound debridement and care; utilization review; screening, examination, evaluation, and application of interventions for the promotion, improvement, and maintenance of fitness, health, wellness, and prevention services in populations of all ages exclusively related to physical therapy practice.

***Stark Law***

Provisions of the Omnibus Budget Reconciliation Act of 1993 (42 U.S.C. § 1395nn) (the "Stark Law") prohibit referrals by a physician of "designated health services" which are payable, in whole or in part, by Medicare or Medicaid, to an entity in which the physician or the physician's immediate family member has an investment interest or other financial relationship, subject to several exceptions. Unlike the Fraud and Abuse Law, the Stark Law is a strict liability statute. Proof of intent to violate the Stark Law is not required. Physical therapy services are among the "designated health services". Further, the Stark Law has application to the Company's management contracts with individual physicians and physician groups, as well as, any other financial relationship between us and referring physicians, including any financial transaction resulting from a clinic acquisition. The Stark Law also prohibits billing for services rendered pursuant to a prohibited referral. Several states have enacted laws like the Stark Law. These state laws may cover all (not just Medicare and Medicaid) patients. Many federal healthcare reform proposals in the past few years have attempted to expand the Stark Law to cover all patients as well. As with the Fraud and Abuse Law, we consider the Stark Law in planning our clinics, marketing and other activities, and believe that our operations are in compliance with the Stark Law. If we violate the Stark Law, our financial results and operations could be adversely affected. Penalties for violations include denial of payment for the services, significant civil monetary penalties, and exclusion from the Medicare and Medicaid programs.

***HIPAA***

To further combat healthcare fraud and protect patient confidentially, Congress included several anti-fraud measures in the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"). HIPAA created a source of funding for fraud control to coordinate federal, state and local healthcare law enforcement programs, conduct investigations, provide guidance to the healthcare industry concerning fraudulent healthcare practices, and establish a national data bank to receive and report final adverse actions. HIPAA also criminalized certain forms of health fraud against all public and private insurers. Additionally, HIPAA mandates the adoption of standards regarding the exchange of healthcare information to ensure the privacy and electronic security of patient information and standards relating to the privacy of health information. Sanctions for failing to comply with HIPAA include criminal penalties and civil sanctions. In February of 2009, the American Recovery and Reinvestment Act of 2009 ("ARRA") was signed into law. Title XIII of ARRA, the Health Information Technology for Economic and Clinical Health Act ("HITECH"), provided for substantial Medicare and Medicaid incentives for providers to adopt electronic health records ("EHRs") and grants for the development of health information exchange ("HIE"). Recognizing that HIE and EHR systems will not be implemented unless the public can be assured that the privacy and security of patient information in such systems is protected, HITECH also significantly expanded the scope of the privacy and security requirements under HIPAA. Most notable are the new mandatory breach notification requirements and a heightened enforcement scheme that includes increased penalties, and which now apply to business associates as well as to covered entities. In addition to HIPAA, many states have adopted laws and/or regulations applicable in the use and disclosure of individually identifiable health information that can be more stringent than comparable provisions under HIPAA.

We believe that our current business operations are fully compliant with applicable standards for privacy and security of protected healthcare information. We cannot predict what negative effect, if any, HIPAA/HITECH or any applicable state law or regulation will have on our business.

### *Other Regulatory Factors*

Political, economic and regulatory influences are fundamentally changing the healthcare industry in the United States. Congress, state legislatures and the private sector continue to review and assess alternative healthcare delivery and payment systems. Based upon newly finalized FDA rules, we believe that our PHZIO platform is exempt from Federal Drug Administration ("FDA") regulation. Yet, in the unlikely event that these rules change in the future, the FDA could then require us to seek 510K approvals for our on-line services that could create delays in provisioning our PHZIO services. (See FDA ruling noted below) Also, potential alternative approaches could include mandated basic healthcare benefits, controls on healthcare spending through limitations on the growth of private health insurance premiums, the creation of large insurance purchasing groups, and price controls. Legislative debate is expected to continue in the future and market forces are expected to demand only modest increases or reduced costs. For instance, managed care entities are demanding lower reimbursement rates from healthcare providers and, in some cases, are requiring or encouraging providers to accept capitated payments that may not allow providers to cover their full costs or realize traditional levels of profitability. We cannot reasonably predict what impact the adoption of any federal or state healthcare reform measures or future private sector reform may have on our business.

### *FDA Ruling: Examples of Mobile App's which it Intends to Exclude from Regulation*

On September 25, 2013, the FDA issued Finalized Guidance of medical mobile applications ("Apps"). The FDA has issued a ruling on Apps that may meet the definition of a medical device, but they have determined that they will not exercise enforcement on these Apps. The Guidance contains an appendix that provides examples of mobile apps that MAY meet the definition of medical device but for which FDA intends to exercise enforcement discretion. These mobile apps may be intended for use in the diagnosis of disease or other conditions, or in the cure, mitigation, treatment, or prevention of disease. Even though these mobile apps may meet the definition of medical device, the FDA intends to exercise enforcement discretion for these mobile apps because they pose lower risk to the public. The FDA understands that there may be other unique and innovative mobile apps that may not be covered in this list that may also constitute healthcare related mobile apps. This list is not exhaustive; it is only intended to provide clarity and assistance in identifying the mobile apps that will not be subject to regulatory requirements at this time. Based on our understanding of the Guidance, although there can be no guarantee, we believe our PHZIO platform will not be subject to regulatory requirements because such services seem to fall within the statutory examples.

### *Employees*

At the year ended December 31, 2018, we had 2 employees and various consultants. We utilize the services of consultants for safety testing, regulatory and legal compliance and other services.

### *Legal Proceedings*

In February 2017, the Company was served by a complaint filed by the holder of a note payable. The action was removed from Louisiana state court to the United States Federal District Court in Baton Rouge, LA. The lawsuit alleges that the Company is indebted to the note holder a promissory note stemming from four loans to the Company during the 20 months prior to February 2017 amounting to $75,500 in total original principal bearing interest at 12% per annum, of which $45,202 has been repaid. Further, the note holder claims that, because of alleged defaults and extensions of the notes, the Company is now indebted in the amount of $253,877 inclusive of interest and penalties at an effective rate exceeding 70% per annum, far more than the maximum rate allowable in California or Louisiana. The Company and its counsel have determined that: (i) the note holder is not a licensed lender in the State of California, where the loan was made and the $75,500 was deposited and therefore was not permitted under California law to make loans in the State; and (ii) the interest rate the note holder is seeking to collect is usurious and therefore interest claimed in the lawsuit is neither collectible nor enforceable. In October 2017 the complainant and his counsel motioned to dismiss the unlicensed lender assertion. In January 2018 the U.S. District Court, Louisiana ruled that the unlicensed lender assertion was to proceed.

On June 20, 2018, a settlement agreement was signed between the Company and holder of the note payable with the following terms for the cancellation of the note payable, accrued interest and all warrants granted relating to the various notes:

1. The Company will issue 2,709,444 shares of commons stock that is immediately tradeable under Securities and Exchange Commission Rule 144, but subject to a daily trading limit of 25,000 shares per day;
2. The Company will issue 1,290,556 shares of common stock that shall be subject to a 180-day holding period and are also subject to a daily trading limit of 25,000 shares per day;
3. The holder of the note payable shall bear all fees and expenses, including attorneys' fees, associated with the transfer and trading of the Company's shares;
4. Beyond issuing the shares noted above, the Company shall not take any additional action that would cause the note holder to incur tax consequence from the transfer or would affect the note holder's tax consequences in any way.

The Company issued the 4,000,000 shares of common stock on June 20, 2018. At December 31, 2018, the Company had no indebtedness to this holder of the note payable of principal or accrued interest or exercisable warrants relating to the note.

***Transfer Agent***

The transfer agent of the Company's stock is VStock Transfer LLC, 18 Lafayette Place, Woodmere, NY 11598, (212) 828-8436.

## NOTES REGARDING FORWARD-LOOKING STATEMENTS

The statements contained in this annual report are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. These include statements about the Company's expectations, beliefs, intentions or strategies for the future, which are indicated by words or phrases such as "anticipate," "expect," "intend," "plan," "will," "the Company believes," "management believes" and similar words or phrases. The forward-looking statements are based on the Company's current expectations and are subject to certain risks, uncertainties and assumptions. The Company's actual results could differ materially from results anticipated in these forward-looking statements. All forward-looking statements included in this document are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements.

## ITEM 1A. RISK FACTORS

Investing in our securities involves a great deal of risk. Careful consideration should be made of the following factors as well as other information included in this Annual Report before deciding to purchase our common stock. Our business, financial condition or results of operations could be affected materially and adversely by any or all of these risks.

THE FOLLOWING MATTERS MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION, LIQUIDITY, RESULTS OF OPERATIONS OR PROSPECTS, FINANCIAL OR OTHERWISE. REFERENCE TO THIS CAUTIONARY STATEMENT IN THE CONTEXT OF A FORWARD-LOOKING STATEMENT OR STATEMENTS SHALL BE DEEMED TO BE A STATEMENT THAT ANY ONE OR MORE OF THE FOLLOWING FACTORS MAY CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN SUCH FORWARD-LOOKING STATEMENT OR STATEMENTS.

### *Risks Related to our Financial Condition*

***Our Independent Registered Public Accounting Firm has expressed substantial doubt as to our ability to continue as a going concern.***

The audited financial statements have been prepared assuming that we will continue as a going concern and do not include any adjustments that might result if we cease to continue as a going concern. We believe that to continue as a going concern we will need approximately $500,000 per year simply to cover the administrative, legal and accounting fees. We plan to fund these expenses primarily through cash flow, the sale of restricted shares of our common stock and the issuance of convertible notes.

Based on our financial statements for the years ended December 31, 2018 and 2017, our independent registered public accounting firm has expressed substantial doubt as to our ability to continue as a going concern. To date we have not generated any revenue.

Investing in our securities involves a great deal of risk. Careful consideration should be made of the following factors as well as other information included in this Prospectus before deciding to purchase our common stock. Our business, financial condition or results of operations could be affected materially and adversely by any or all these risks.

***We may need to raise additional capital to fund continuing operations and an inability to raise the necessary capital or to do so on acceptable terms could threaten the success of our business.***

To date, our operations have been funded entirely from the proceeds from equity and debt financings or loans from our management. We currently anticipate that our available capital resources will be insufficient to meet our expected working capital and capital expenditure requirements for the near future. We anticipate that we will require an additional $1.5 million during the next twelve months to fulfill our business plan. However, such resources may not be sufficient to fund the long-term growth of our business. If we determine that it is necessary to raise additional funds, we may choose to do so through strategic collaborations, licensing arrangements through our "White Labeling" strategy, public or private equity or debt financing, a bank line of credit, or other arrangements.

We cannot be sure that any additional funding will be available on terms favorable to us or at all. Any additional equity financing may be dilutive to our shareholders, new equity securities may have rights, preferences or privileges senior to those of existing holders of our shares of Common stock. Debt or equity financing may subject us to restrictive covenants and significant interest costs. If we obtain funding through a strategic collaboration or licensing arrangement, we may be required to relinquish our rights to our product or marketing territories. If we are unable to obtain the financing necessary to support our operations, we may be required to defer, reduce or eliminate certain planned expenditures or significantly curtail our operations.

***We are an early stage company pursuing a relatively new business model in an emerging and rapidly evolving market, which makes it difficult to evaluate our future prospects.***

We are an early stage company with a short operating history and pursue a relatively new business model in an emerging and rapidly evolving market, which makes it difficult to evaluate its future prospects; as a pre-revenue, early stage entity, it is subject to all of the risks inherent in a young business enterprise, such as, among other things, lack of market recognition and limited banking and financial relationships. As a result, we have little operating history to aid in assessing future prospects. We will encounter risks and difficulties as an early stage company in a new and rapidly evolving market. We may not be able to successfully address these risks and difficulties, which could materially harm our business and operating results.

**Risks Related to our Platform and our Business**

***Our Platform may not be accepted in the marketplace*** .

Uncertainty exists as to whether our Platform will be accepted by the market without additional widespread PT or patient acceptance. Several factors may limit the market acceptance of our Platform, including the availability of alternative products and services as well as the price of our Platform services relative to alternative products. There is a risk that PT or patient acceptance will be encouraged to continue to use other products and/or methods instead of ours. We are assuming that, notwithstanding the fact that our Platform is new in the market, PT or patient acceptance will elect to use our Platform because it will permit to safe valuable PT's time.

PT or patient needs to be persuaded that our Platform service is justified for the anticipated benefit, but there is no assurance that enough numbers of patients will be convinced to enable a successful market to develop for our Platform.

***Our revenues will be dependent upon acceptance of our Platform product by the market. The failure of such acceptance will cause us to curtail or cease operations.***

Our revenues are expected to come from our Platform. As a result, we will continue to incur operating losses until such time as revenues reach a mature level and we are able to generate enough revenues from our Platform to meet our operating expenses. There can be no assurance that PTs or patients will adopt our Platform. If we are not able to market and significantly increase the number of PTs or patients that use our Platform, or if we are unable to charge the necessary prices, our financial condition and results of operations will be materially and adversely affected.

***Defects or malfunctions in our Platform could hurt our reputation, sales and profitability.***

The acceptance of our Platform depends upon its effectiveness and reliability. Our Platform is complex and is continually being modified and improved, and as such may contain undetected defects or errors when first introduced or as new versions are released. To the extent that defects or errors cause our Platform to malfunction and our customers' use of our Platform is interrupted, our reputation could suffer, and our potential revenues could decline or be delayed while such defects are remedied. We may also be subject to liability for the defects and malfunctions.

There can be no assurance that, despite our testing, errors will not be found in our Platform or new releases, resulting in loss of future revenues or delay in market acceptance, diversion of development resources, damage to our reputation, adverse litigation, or increased service, any of which would have a material adverse effect upon our business, operating results and financial condition.

***Software failures, breakdowns in the operations of our servers and communications systems or the failure to implement system enhancements could harm our business.***

Our success depends on the efficient and uninterrupted operation of our servers and communications systems. A failure of our network or data gathering procedures could impede services and could result in the loss of PT and patients. While our operations will have disaster recovery plans in place, they might not adequately protect us. Despite any precautions we take, damage from fire, floods, hurricanes, power loss, telecommunications failures, computer viruses, break-ins and similar events at our computer facilities could result in interruptions in the flow of data to our servers and from our servers to our clients. In addition, any failure by our computer environment to provide our required data communications capacity could result in interruptions in our service. In the event of a server failure, we could be required to transfer our client data collection operations to an alternative provider of server hosting services. Such a transfer could result in delays in our ability to deliver our products and services to our clients.

Additionally, significant delays in the planned delivery of system enhancements, improvements and inadequate performance of the systems once they are completed could damage our reputation and harm our business. Long-term disruptions in the infrastructure caused by events such as natural disasters, the outbreak of war, the escalation of hostilities and acts of terrorism, particularly involving cities in which we have offices, could adversely affect our businesses. Although, we plan to carry property and business interruption insurance for our business operations, our coverage might not be adequate to compensate us for all losses that may occur.

***We face risks related to the storage of customers' and their end users' confidential and proprietary information.***

Our Platform is designed to maintain the confidentiality and security of our patients' confidential and proprietary data that are stored on our server systems, which may include sensitive personal data. However, any accidental or willful security breaches or other unauthorized access to these data could expose us to liability for the loss of such information, time-consuming and expensive litigation and other possible liabilities as well as negative publicity. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are difficult to recognize and react to. We may be unable to anticipate these techniques or implement adequate preventative or reactionary measures.

***We might incur substantial expense to further develop our Platform which may never become sufficiently successful.***

Our growth strategy requires the successful launch of our Platform. Although management will take every precaution to ensure that our Platform will, with a high degree of likelihood, achieve commercial success, there can be no assurance that this will be the case. The causes for failure of our Platform once commercialized can be numerous, including:

- market demand for our Platform proves to be smaller than we expect;

- further Platform development turns out to be costlier than anticipated or takes longer; our Platform requires significant adjustment post commercialization, rendering the Platform uneconomic or extending considerably the likely investment return period; additional regulatory requirements may increase the overall costs of the development; patent conflicts or unenforceable intellectual property rights; and PTs and clients may be unwilling to adopt and/or use our Platform.

- Compliance with changing regulations concerning corporate governance and public disclosure may result in additional expenses.

***We are required to comply with certain provisions of Section 404 of the Sarbanes-Oxley Act of 2002 and if we fail to comply in a timely manner, our business could be harmed, and our stock price could decline.***

Rules adopted by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 require an annual assessment of internal controls over financial reporting, and for certain issuers an attestation of this assessment by the issuer's independent registered public accounting firm. The standards that must be met for management to assess the internal controls over financial reporting as effective are evolving and complex, and require significant documentation, testing, and possible remediation to meet the detailed standards.

We expect to incur expenses and to devote resources to Section 404 compliance on an ongoing basis. It is difficult for us to predict how long it will take or costly it will be to complete the assessment of the effectiveness of our internal control over financial reporting for each year and to remediate any deficiencies in our internal control over financial reporting. As a result, we may not be able to complete the assessment and remediation process on a timely basis. In addition, although attestation requirements by our independent registered public accounting firm are not presently applicable to us, we could become subject to these requirements in the future and we may encounter problems or delays in completing the implementation of any resulting changes to internal controls over financial reporting. If our Chief Executive Officer or Chief Financial Officer determine that our internal control over financial reporting is not effective as defined under Section 404, we cannot predict how the market prices of our shares will be affected; however, we believe that there is a risk that investor confidence and share value may be negatively affected.

These and other new or changed laws, rules, regulations and standards are, or will be, subject to varying interpretations in many cases due to their lack of specificity. As a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. Our efforts to comply with evolving laws, regulations and standards are likely to continue to result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. Further, compliance with new and existing laws, rules, regulations and standards may make it more difficult and expensive for us to maintain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. Members of our board of directors and our principal executive officer and principal financial officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, we may have difficulty attracting and retaining qualified directors and executive officers, which could harm our business. We continually evaluate and monitor regulatory developments and cannot estimate the timing or magnitude of additional costs we may incur as a result.

***We cannot be certain that we will obtain patents for our Platform and technology or that such patents will protect us from competitors.***

We believe that our success and competitive position will depend in part on our ability to obtain and maintain patents for our Platform, which is both costly and time consuming. We still are in the process to evaluate the patent potentials of our Platform. Patent Offices typically requires 12-24 months or more to process a patent application. There can be no assurance that any of our potential patent applications will be approved. However, we have decided to launch our Platform without patent protection. There can be no assurance that any potential patent issued or licensed to us will provide us with protection against competitive products, protect us against changes in industry trends which we have may not have anticipated or otherwise protect the commercial viability of our Platform, or that challenges will not be instituted against the validity or enforceability of any of our future patents or, if instituted, that such challenges will not be successful. The cost of litigation to uphold the validity of a patent and enforce it against infringement can be substantial. Even issued patents may later be modified or revoked by the Patent and Trademark Office or in legal proceedings. Patent applications in the United States are maintained in secrecy until the patent issues and, since publication of patents tends to lag behind actual discoveries, we cannot be certain that if we obtain patents for our product, we were the first creator of the inventions covered by a pending patent applications or the first to file patent applications on such inventions.

***Liability issues are inherent in the Healthcare industry and insurance is expensive and difficult to obtain, we may be exposed to large lawsuits.***

Our business exposes us to potential liability risks, which are inherent in the healthcare industry. While we will take precautions, we deem to be appropriate to avoid liability suits against us, there can be no assurance that we will be able to avoid significant liability exposure. Liability insurance for the healthcare industry is generally expensive. We have obtained professional indemnity insurance coverage for our Platform. There can be no assurance that we will be able to maintain such coverage on acceptable terms, or that any insurance policy will provide adequate protection against potential claims. A successful liability claim brought against us may exceed any insurance coverage secured by us and could have a material adverse effect on our results or ability to continue our Platform.

***We depend upon reimbursement by third-party payers.***

Substantially all revenues are anticipated to be derived from private third-party PT clinics that gain their revenue to pay our licensing fees from insurance payers. Initiatives undertaken by industry and government to contain healthcare costs affect the profitability of our licensee clinics. These payers attempt to control healthcare costs by contracting with healthcare providers to obtain services on a discounted basis. We believe that this trend will continue and may limit reimbursement for healthcare services. If insurers or managed care companies from whom we receive substantial payments were to reduce the amounts paid for services, our profit margins may decline, or we may lose PT licensees if they choose not to renew our contracts with these insurers at lower rates. In addition, in certain geographical areas, our operations may be approved as providers by key health maintenance organizations and preferred provider plans; failure to obtain or maintain these approvals would adversely affect our financial results. Although we created a business plan that will enable us to achieve revenue based on current reimbursement policies, if our belief that the insurance industry is poised for change, to offer more reimbursement for the services we seek to provide is not realized, we may not achieve the success we predict and we may not be able to carry out all the plans we disclose herein related to telemedicine. Ultimately, a shift in thinking and a willingness to adapt to new physical therapy telemedicine services and reimbursement thereof by healthcare providers is needed for the successful integration of our PHZIO telemedicine platform in mainstream healthcare environments.

***We will need to increase the size of our organization and may experience difficulties in managing growth.***

At present, we are a small company. We expect to experience a period of expansion in headcount, infrastructure and overhead and anticipate that further expansion will be required to address potential growth and market opportunities. Future growth will impose significant added responsibilities on members of management, including the need to identify, recruit, maintain and integrate new managers. Our future financial performance and its ability to compete effectively will depend, in part, on its ability to manage any future growth effectively.

***Dependence on Key Existing and Future Personnel***

Our success will depend, to a large degree, upon the efforts and abilities of our officers and key management employees. The loss of the services of one or more of our key employees could have a material adverse effect on our operations. In addition, as our business model is implemented, we will need to recruit and retain additional management and key employees in virtually all phases of our operations. Key employees will require a strong background in our industry. We cannot assure that we will be able to successfully attract and retain key personnel.

***Currently, our management's participation in our business and operations is limited***

To date, we have been unable to offer cash compensation to our officers due to our lack of revenue. Accordingly, each of the Company's executive officers maintain jobs outside of their position at eWellness. Although each of our executive officers have prepared to devote their efforts, on a full-time basis, towards our objectives once we can afford executive compensation commensurate with that being paid in the marketplace, until such time, our officers will not devote their full time and attention to the operations of the Company. None of our officers have committed a specific portion of their time or an approximate number of hours per week in writing to the objectives of the company and no assurances can be given as to when we will be financially able to engage our officers on a full-time basis and therefore, until such time, it is possible that the inability of such persons to devote their full-time attention to the Company may result in delays in progress toward implementing our business plan.

***We operate in a highly competitive industry***

Although we are not aware of any other Distance Monitored Physical Therapy Telemedicine Program precisely like ours, and targeting our specific population, we shall encounter competition from local, regional or national entities, some of which have superior resources or other competitive advantages in the larger physical therapy space. Intense competition may adversely affect our business, financial condition or results of operations. We may also experience competition from companies in the wellness space. These competitors may be larger and more highly capitalized, with greater name recognition. We will compete with such companies on brand name, quality of services, level of expertise, advertising, product and service innovation and differentiation of product and services. As a result, our ability to secure significant market share may be impeded. Although we believe our PHZIO services will enable us to service more patients than traditional physical therapy providers, if these more established offices or providers start offering similar services to ours, their name recognition or experience may enable them to capture a greater market share.

***Limited product testing and operations***

We have built out the technology platform and video library necessary to execute our planned business strategy. Of course, there may be other factors that prevent us from successfully marketing a product including, but not limited to, our limited cash resources. Further, our proposed reimbursement plan and the eventual operating results could susceptible to varying interpretations by scientists, medical personnel, regulatory personnel, statisticians and others, which may delay, limit or prevent our executing our proposed business plan.

***We face substantial competition, and others may discover, develop, acquire or commercialize products before or more successfully than we do***

We operate in a highly competitive environment. Our products compete with other products or treatments for diseases for which our products may be indicated. Other healthcare companies have greater clinical, research, regulatory and marketing resources than us. In addition, some of our competitors may have technical or competitive advantages for the development of technologies and processes. These resources may make it difficult for us to compete with them to successfully discover, develop and market new products.

***We depend upon the cultivation and maintenance of relationships with the physicians in our markets.***

Our success is dependent upon referrals from physicians in the communities that our PT licensees will service and their ability to maintain good relations with these physicians and other referral sources. Physicians referring patients to their clinics are free to refer their patients to other therapy providers or to their own physician owned therapy practice. If our PT licensees are unable to successfully cultivate and maintain strong relationships with physicians and other referral sources, our business may decrease, and our net operating revenues may decline.

***We also depend upon our ability to recruit and retain experienced PTs***

Our future revenue generation is dependent upon referrals from physicians in the communities our clinics serve, and our ability to maintain good relations with these physicians. Our PT licensees are the front line for generating these referrals and we are dependent on their talents and skills to successfully cultivate and maintain strong relationships with these physicians. If they cannot recruit and retain our base of experienced and clinically skilled therapists, our business may decrease, and our net operating revenues may decline.

***Our revenues may fluctuate due to weather***

We anticipate having a considerable number of PT licensees in locations in states that normally experience snow and ice during the winter months. Also, a considerable number of our clinics may be in states along the Gulf Coast and Atlantic Coast, which are subject to periodic winter storms, hurricanes and other severe storm systems. Periods of severe weather may cause physical damage to our facilities or prevent our staff or patients from traveling to our clinics, which may cause a decrease in our future net operating revenues.

***We may incur closure costs and losses***

The competitive, economic or reimbursement conditions in the markets in which we operate may require us to reorganize or to close certain clinical locations. In the event a clinic is reorganized or closed, we may incur losses and closure costs. The closure costs and losses may include, but are not limited to, lease obligations, severance, and write-down or write-off of intangible assets.

***Certain of our internal controls, particularly as they relate to billings and cash collections, are largely decentralized at our clinic locations***

Our future PT licensees' operations are largely decentralized and certain of our internal controls, particularly the processing of billings and cash collections, occur at the clinic level. Taken as a whole, we believe our future internal controls for these functions at our PT licensees' clinical facilities will be adequate. Our controls for billing and collections largely depend on compliance with our written policies and procedures and separation of functions among clinic personnel. We also intend to maintain corporate level controls, including an audit compliance program, that are intended to mitigate and detect any potential deficiencies in internal controls at the clinic level. The effectiveness of these controls to future periods are subject to the risk that controls may become inadequate because of changes in conditions or the level of compliance with our policies and procedures deteriorates.

**Risks Related to Regulation**

***Our products may be subject to product liability legal claims, which could have an adverse effect on our business, results of operations and financial condition.***

Certain of our products provide applications that relate to patient clinical information. Any failure by our products to provide accurate and timely information concerning patients, their medication, treatment and health status, generally, could result in claims against us which could materially and adversely impact our financial performance, industry reputation and ability to market new system sales. In addition, a court or government agency may take the position that our delivery of health information directly, including through licensed practitioners, or delivery of information by a third-party site that a consumer accesses through our websites, exposes us to assertions of malpractice, other personal injury liability, or other liability for wrongful delivery/handling of healthcare services or erroneous health information. We anticipate that in the future we will maintain insurance to protect against claims associated with the use of our products as well as liability limitation language in our end-user license agreements, but there can be no assurance that our insurance coverage or contractual language would adequately cover any claim asserted against us. A successful claim brought against us in excess of or outside of our insurance coverage could have an adverse effect on our business, results of operations and financial condition. Even unsuccessful claims could result in our expenditure of funds for litigation and management time and resources.

Certain healthcare professionals who use our Cloud-based products will directly enter health information about their patients including information that constitutes a record under applicable law that we may store on our computer systems. Numerous federal and state laws and regulations, the common law and contractual obligations, govern collection, dissemination, use and confidentiality of patient-identifiable health information, including:

- state and federal privacy and confidentiality laws;
- contracts with clients and partners;
- state laws regulating healthcare professionals;
- Medicaid laws;
- the HIPAA and related rules proposed by the Health Care Financing Administration; and
- Health Care Financing Administration standards for Internet transmission of health data.

HIPAA establishes elements including, but not limited to, federal privacy and security standards for the use and protection of Protected Health Information. Any failure by us or by our personnel or partners to comply with applicable requirements may result in a material liability to us.

Although we have systems and policies in place for safeguarding Protected Health Information from unauthorized disclosure, these systems and policies may not preclude claims against us for alleged violations of applicable requirements. Also, third party sites and/or links that consumers may access through our web sites may not maintain adequate systems to safeguard this information or may circumvent systems and policies we have put in place. In addition, future laws or changes in current laws may necessitate costly adaptations to our policies, procedures, or systems.

There can be no assurance that we will not be subject to product liability claims, that such claims will not result in liability in excess of our insurance coverage, that our insurance will cover such claims or that appropriate insurance will continue to be available to us in the future at commercially reasonable rates. Such product liability claims could adversely affect our business, results of operations and financial condition.

***There is significant uncertainty in the healthcare industry in which we operate, and we are subject to the possibility of changing government regulation, which may adversely impact our business, financial condition and results of operations*** .

The healthcare industry is subject to changing political, economic and regulatory influences that may affect the procurement processes and operation of healthcare facilities. During the past several years, the healthcare industry has been subject to an increase in governmental regulation of, among other things, reimbursement rates and certain capital expenditures.

Recently enacted public laws reforming the U.S. healthcare system may have an impact on our business. The Patient Protection and Affordable Care Act (H.R. 3590; Public Law 111-148) (“PPACA”) and The Health Care and Education Reconciliation Act of 2010 (H.R. 4872) (the “Reconciliation Act”), which amends the PPACA (collectively the “Health Reform Laws”), were signed into law in March 2010. The Health Reform Laws contain various provisions which may impact us and our patients. Some of these provisions may have a positive impact, while others, such as reductions in reimbursement for certain types of providers, may have a negative impact due to fewer available resources. Increases in fraud and abuse penalties may also adversely affect participants in the health care sector, including us.

Various legislators have announced that they intend to examine further proposals to reform certain aspects of the U.S. healthcare system. Healthcare providers may react to these proposals, and the uncertainty surrounding such proposals, by curtailing or deferring investments, including those for our systems and related services. Cost-containment measures instituted by healthcare providers as a result of regulatory reform or otherwise could result in a reduction of the allocation of capital funds. Such a reduction could have an adverse effect on our ability to sell our systems and related services. On the other hand, changes in the regulatory environment have increased and may continue to increase the needs of healthcare organizations for cost-effective data management and thereby enhance the overall market for healthcare management information systems. We cannot predict what effect, if any, such proposals or healthcare reforms might have on our business, financial condition and results of operations.

As existing regulations mature and become better defined, we anticipate that these regulations will continue to directly affect certain of our products and services, but we cannot fully predict the effect now. We have taken steps to modify our products, services and internal practices as necessary to facilitate our compliance with the regulations, but there can be no assurance that we will be able to do so in a timely or complete manner. Achieving compliance with these regulations could be costly and distract management's attention and divert other company resources, and any noncompliance by us could result in civil and criminal penalties.

Developments of additional federal and state regulations and policies have the potential to positively or negatively affect our business. Our software is not anticipated to be considered a medical device by the FDA. Yet, if it were, it could be subject to regulation by the U.S. Food and Drug Administration ("FDA") as a medical device. Such regulation could require the registration of the applicable manufacturing facility and software and hardware products, application of detailed record-keeping and manufacturing standards, and FDA approval or clearance prior to marketing. An approval or clearance requirement could create delays in marketing, and the FDA could require supplemental filings or object to certain of these applications, the result of which could adversely affect our business, financial condition and results of operations.

***We may be subject to false or fraudulent claim laws***

There are numerous federal and state laws that forbid submission of false information or the failure to disclose information in connection with submission and payment of physician claims for reimbursement. In some cases, these laws also forbid abuse of existing systems for such submission and payment. Any failure of our services to comply with these laws and regulations could result in substantial liability including, but not limited to, criminal liability, could adversely affect demand for our services and could force us to expend significant capital, research and development and other resources to address the failure. Errors by us or our systems with respect to entry, formatting, preparation or transmission of claim information may be determined or alleged to be in violation of these laws and regulations. Determination by a court or regulatory agency that our services violate these laws could subject us to civil or criminal penalties, invalidate all or portions of some of our client contracts, require us to change or terminate some portions of our business, require us to refund portions of our services fees, cause us to be disqualified from serving clients doing business with government payers and have an adverse effect on our business.

***We are subject to the Stark Law, which may result in significant penalties***

Provisions of the Omnibus Budget Reconciliation Act of 1993 (42 U.S.C. § 1395nn) (the "Stark Law") prohibit referrals by a physician of "designated health services" which are payable, in whole or in part, by Medicare or Medicaid, to an entity in which the physician or the physician's immediate family member has an investment interest or other financial relationship, subject to several exceptions. Unlike the Fraud and Abuse Law, the Stark Law is a strict liability statute. Proof of intent to violate the Stark Law is not required. Physical therapy services are among the "designated health services". Further, the Stark Law has application to the Company's management contracts with individual physicians and physician groups, as well as, any other financial relationship between us and referring physicians, including any financial transaction resulting from a clinic acquisition. The Stark Law also prohibits billing for services rendered pursuant to a prohibited referral. Several states have enacted laws similar to the Stark Law. These state laws may cover all (not just Medicare and Medicaid) patients. Many federal healthcare reform proposals in the past few years have attempted to expand the Stark Law to cover all patients as well. As with the Fraud and Abuse Law, we consider the Stark Law in planning our clinics, marketing and other activities and believe that our operations are in compliance with the Stark Law. If we violate the Stark Law, our financial results and operations could be adversely affected. Penalties for violations include denial of payment for the services, significant civil monetary penalties, and exclusion from the Medicare and Medicaid programs.

***If our products fail to comply with evolving government and industry standards and regulations, we may have difficulty selling our products***

We may be subject to additional federal and state statutes and regulations in connection with offering services and products via the Internet. On an increasingly frequent basis, federal and state legislators are proposing laws and regulations that apply to Internet commerce and communications. Areas being affected by these regulations include user privacy, pricing, content, taxation, copyright protection, distribution, and quality of products and services. To the extent that our products and services are subject to these laws and regulations, the sale of our products and services could be harmed.

***We incur significant costs as a result of operating as a public company and our management will have to devote substantial time to public company compliance obligations***

The Sarbanes-Oxley Act of 2002, as well as rules subsequently implemented by the Securities and Exchange Commission ("SEC"), and the stock exchange, has imposed various requirements on public companies, including requiring changes in corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these compliance requirements and any new requirements that the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 may impose on public companies. Moreover, these rules and regulations, along with compliance with accounting principles and regulatory interpretations of such principles, have increased and will continue to increase our legal, accounting and financial compliance costs and have made and will continue to make some activities more time consuming and costly. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantial costs to maintain the same or similar coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or our board committees, or as executive officers. We will evaluate the need to hire additional accounting and financial staff with appropriate public company experience and technical accounting and financial knowledge. We estimate the additional costs we expect to incur as a result of being a public company to be up to $500,000 annually.

Part of the requirements as a public company will be to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent registered public accounting firm addressing these assessments. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company.

Effective internal controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. We maintain a system of internal control over financial reporting, which is defined as a process designed by, or under the supervision of, our principal executive officer and principal financial officer, or persons performing similar functions, and effected by our board of directors, management and other personnel, 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.

We cannot assure you that we will not, in the future, identify areas requiring improvement in our internal control over financial reporting. We cannot assure that the measures we will take to remediate any areas in need of improvement will be successful or that we will implement and maintain adequate controls over our financial processes and reporting in the future as we continue our growth. If we are unable to maintain appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose confidence in our reported financial information and have a negative effect on the market price for shares of our common stock.

## Risks Relating to Our Securities

***There is a limited market for our common stock, and there may never be, an active market for our common stock and we cannot assure you that the common stock will remain liquid or that it will continue to be listed on a securities exchange.***

Our common stock is listed on the OTCQB exchange and trades under the symbol "EWLL". An investor may find it difficult to obtain accurate quotations as to the market value of the common stock and trading of our common stock may be extremely sporadic. For example, several days may pass before any shares may be traded. A more active market for the common stock may never develop. In addition, if we fail to meet the criteria set forth in SEC regulations, various requirements would be imposed by law on broker-dealers who sell our securities to persons other than established customers and accredited investors. Consequently, such regulations may deter broker-dealers from recommending or selling the common stock, which may further affect its liquidity. This would also make it more difficult for us to raise additional capital.

Until our common stock is listed on the NASDAQ or another stock exchange, we expect that our common stock will continue to be eligible to trade on the OTC Bulletin Board, another over-the-counter quotation system, or on the "pink sheets," where our stockholders may find it more difficult to dispose of shares or obtain accurate quotations as to the market value of our common stock.

***Our Common stock is subject to the "Penny Stock" rules of the SEC and the trading market in our stock is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment.***

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- That a broker or dealer approve a person's account for transactions in penny stocks; and
- The broker or dealer receives from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- Obtain financial information and investment experience objectives of the person; and
- Make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- Sets forth the basis on which the broker or dealer made the suitability determination; and
- That the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our Common stock and cause a decline in the market value of our stock.

Disclosure also must be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

***Financial Industry Regulatory Authority, Inc. ("FINRA") sales practice requirements may limit a shareholder's ability to buy and sell our common stock.***

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

***Our stock is thinly traded, sale of your holding may take a considerable amount of time.***

The shares of our common stock are thinly-traded on the OTCQB Market, meaning that the number of persons interested in purchasing our common stock at or near bid prices at any given time may be relatively small or non-existent. Consequently, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot give you any assurance that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained. Due to these conditions, we can give you no assurance that you will be able to sell your shares at or near bid prices or at all if you need money or otherwise desire to liquidate your shares.

***Shares eligible for future sale may adversely affect the market.***

From time to time, certain of our stockholders may be eligible to sell all or some of their shares of common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144 promulgated under the Securities Act, subject to certain limitations. In general, pursuant to amended Rule 144, non-affiliate stockholders may sell freely after six months subject only to the current public information requirement. Affiliates may sell after six months subject to the Rule 144 volume, manner of sale (for equity securities), current public information and notice requirements. Any substantial sales of our common stock pursuant to Rule 144 may have a material adverse effect on the market price of our common stock.

***If we fail to maintain effective internal controls over financial reporting, the price of our common stock may be adversely affected.***

Our internal control over financial reporting may have weaknesses and conditions that could require correction or remediation, the disclosure of which may have an adverse impact on the price of our common stock. We are required to establish and maintain appropriate internal controls over financial reporting. Failure to establish those controls, or any failure of those controls once established, could adversely affect our public disclosures regarding our business, prospects, financial condition or results of operations. In addition, management's assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting or disclosure of management's assessment of our internal controls over financial reporting may have an adverse impact on the price of our common stock.

***Our share price could be volatile, and our trading volume may fluctuate substantially.***

The price of our common shares has been and may in the future continue to be extremely volatile, with the sale price fluctuating from a low of $0.01 to a high of $4.00 since trading began in 2016. Many factors could have a significant impact on the future price of our common shares, including:

- our inability to raise additional capital to fund our operations;
- our failure to successfully implement our business objectives and strategic growth plans;
- compliance with ongoing regulatory requirements;
- market acceptance of our product;
- changes in government regulations;
- general economic conditions and other external factors; and
- actual or anticipated fluctuations in our quarterly financial and operating results; and the degree of trading liquidity in our common shares.

***Our annual and quarterly results may fluctuate, which may cause substantial fluctuations in our common stock price.***

Our annual and quarterly operating results may in the future fluctuate significantly depending on factors including the timing of purchase orders, new product releases by us and other companies, gain or loss of significant customers, price discounting of our product, the timing of expenditures, product delivery requirements and economic conditions. Revenues related to our product are required to be recognized upon satisfaction of all applicable revenue recognition criteria. The recognition of revenues from our product is dependent on several factors, including, but not limited to, the terms of any license agreement and the timing of implementation of our products by our customers.

Any unfavorable change in these or other factors could have a material adverse effect on our operating results for a particular quarter or year, which may cause downward pressure on our Common stock price. We expect quarterly and annual fluctuations to continue for the foreseeable future.

***We are subject to compliance with securities law, which exposes us to potential liabilities, including potential rescission rights.***

We have offered and sold our common stock to investors pursuant to certain exemptions from the registration requirements of the Securities Act of 1933, as well as those of various state securities laws. The basis for relying on such exemptions is factual; that is, the applicability of such exemptions depends upon our conduct and that of those persons contacting prospective investors and making the offering. We have not received a legal opinion to the effect that any of our prior offerings were exempt from registration under any federal or state law. Instead, we have relied upon the operative facts as the basis for such exemptions, including information provided by investors themselves.

If any prior offering did not qualify for such exemption, an investor would have the right to rescind its purchase of the securities if it so desired. It is possible that if an investor should seek rescission, such investor would succeed. A comparable situation prevails under state law in those states where the securities may be offered without registration in reliance on the partial preemption from the registration or qualification provisions of such state statutes. If investors were successful in seeking rescission, we would face severe financial demands that could adversely affect our business and operations. Additionally, if we did not in fact qualify for the exemptions upon which it has relied, we may become subject to significant fines and penalties imposed by the SEC and state securities agencies.

***The availability of a large number of authorized but unissued shares of common stock may, upon their issuance, lead to dilution of existing stockholders*** .

We are authorized to issue 400,000,000 shares of common stock, $0.001 par value per share. As of March 25, 2019, there were 217,189,636 shares of common stock issued and outstanding. Additional shares may be issued by our board of directors without further stockholder approval. The issuance of large numbers of shares, possibly at below market prices, is likely to result in substantial dilution to the interests of other stockholders. In addition, issuances of large numbers of shares may adversely affect the market price of our Common stock.

Our Articles of Incorporation authorizes 20,000,000 shares of preferred stock, $0.001 par value per share of which zero are outstanding. The Board of Directors is authorized to provide for the issuance of unissued shares of preferred stock in one or more series, and to fix the number of shares and to determine the rights, preferences and privileges thereof. Accordingly, the board of directors may issue preferred stock which may convert into large numbers of shares of common stock and consequently lead to further dilution of other shareholders.

***We have never paid cash dividends and do not anticipate doing so in the foreseeable future.***

We have never declared or paid cash dividends on our common shares. We currently plan to retain any earnings to finance the growth of our business rather than to pay cash dividends. Payments of any cash dividends in the future will depend on our financial condition, results of operations and capital requirements, as well as other factors deemed relevant by our board of directors.

***The Nevada Revised Statute contains provisions that could discourage, delay or prevent a change in control of our company, prevent attempts to replace or remove current management and reduce the market price of our stock.***

Provisions in our articles of incorporation and bylaws may discourage, delay or prevent a merger or acquisition that our stockholders may consider favorable. For example, our certificate of incorporation authorizes our board of directors to issue up to ten million shares of "blank check" preferred stock. As a result, without further stockholder approval, the board of directors has the authority to attach special rights, including voting and dividend rights, to this preferred stock. With these rights, preferred stockholders could make it more difficult for a third party to acquire us.

We are also subject to the anti-takeover provisions of the NRS. Depending on the number of residents in the state of Nevada who own our shares, we could be subject to the provisions of Sections 78.378 et seq. of the Nevada Revised Statutes which, unless otherwise provided in the Company's articles of incorporation or by-laws, restricts the ability of an acquiring person to obtain a controlling interest of 20% or more of our voting shares. Our articles of incorporation and by-laws do not contain any provision which would currently keep the change of control restrictions of Section 78.378 from applying to us.

We are subject to the provisions of Sections 78.411 et seq. of the Nevada Revised Statutes. In general, this statute prohibits a publicly held Nevada corporation from engaging in a "combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the combination or the transaction by which the person became an interested stockholder is approved by the corporation's board of directors before the person becomes an interested stockholder. After the expiration of the three-year period, the corporation may engage in a combination with an interested stockholder under certain circumstances, including if the combination is approved by the board of directors and/or stockholders in a prescribed manner, or if specified requirements are met regarding consideration. The term "combination" includes mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years did own, 10% or more of the corporation's voting stock. A Nevada corporation may "opt out" from the application of Section 78.411 et seq. through a provision in its articles of incorporation or by-laws. We have not "opted out" from the application of this section.

***Our stock price and ability to finance may be adversely affected by our outstanding convertible securities and warrants.***

Sales of the shares of our common stock issuable upon exercise of warrants and upon conversion of our convertible securities, would likely have a depressive effect on the market price of our common stock. Further, the existence of, and/or potential exercise or conversion of all or a portion of these securities, create a negative and potentially depressive effect on our stock price because investors recognize that they "over hang" the market currently. As a result, the terms on which we may obtain additional financing during the period any of these warrants or convertible securities remain outstanding may be adversely affected by the existence of such warrants and convertible securities.

***Our publicly filed reports are subject to review by the SEC, and any significant changes or amendments required as a result of any such review may result in material liability to us and may have a material adverse impact on the trading price of the Company's common stock.***

The reports of publicly traded companies are subject to review by the SEC from time to time for the purpose of assisting companies in complying with applicable disclosure requirements, and the SEC is required to undertake a comprehensive review of a company's reports at least once every three years under the Sarbanes-Oxley Act of 2002. SEC reviews may be initiated at any time. We could be required to modify, amend or reformulate information contained in prior filings as a result of an SEC review. Any modification, amendment or reformulation of information contained in such reports could be significant and result in material liability to us and have a material adverse impact on the trading price of the Company's common stock.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

None

## ITEM 2. PROPERTIES

Our corporate office is in Culver City, California. The Company leased space for $500 per month from Evolution Physical Therapy, a company previously owned by our CEO. The Company terminated the use of this space in September 2018. (See "Certain Relationships and Related Transactions" below). In addition, from April 2017 until February 2018, the Company rented facilities in Los Angeles, California for $1,200 per month from a third-party agency. Since September 2018, the Company has been renting studio space for $1,850 per month from a third-party agency.

## ITEM 3. LEGAL PROCEEDINGS

In February 2017, the Company was served by a complaint filed by the holder of a note payable. The action was removed from Louisiana state court to the United States Federal District Court in Baton Rouge, LA. The lawsuit alleges that the Company is indebted to the note holder a promissory note stemming from four loans to the Company during the 20 months prior to February 2017 amounting to $75,500 in total original principal bearing interest at 12% per annum, of which $45,202 has been repaid. Further, the note holder claims that, because of alleged defaults and extensions of the notes, the Company is now indebted in the amount of $253,877 inclusive of interest and penalties at an effective rate exceeding 70% per annum, far more than the maximum rate allowable in California or Louisiana. The Company and its counsel have determined that: (i) the note holder is not a licensed lender in the State of California, where the loan was made and the $75,500 was deposited and therefore was not permitted under California law to make loans in the State; and (ii) the interest rate the note holder is seeking to collect is usurious and therefore interest claimed in the lawsuit is neither collectible nor enforceable. In October 2017 the complainant and his counsel motioned to dismiss the unlicensed lender assertion. In January 2018 the U.S. District Court, Louisiana ruled that the unlicensed lender assertion was to proceed.

On June 20, 2018, a settlement agreement was signed between the Company and holder of the note payable with the following terms for the cancellation of the note payable, accrued interest and all warrants granted relating to the note:

1. The Company will issue 2,709,444 shares of commons stock that is immediately tradeable under Securities and Exchange Commission Rule 144, but subject to a daily trading limit of 25,000 shares per day;
2. The Company will issue 1,290,556 shares of common stock that shall be subject to a 180-day holding period and are also subject to a daily trading limit of 25,000 shares per day;
3. The holder of the note payable shall bear all fees and expenses, including attorneys' fees, associated with the transfer and trading of the Company's shares;
4. Beyond issuing the shares noted above, the Company shall not take any additional action that would cause the note holder to incur tax consequence from the transfer or would affect the note holder's tax consequences in any way.

The Company issued the 4,000,000 shares of common stock on June 20, 2018. At December 31, 2018, the Company had no indebtedness to this holder of the note payable principal, accrued interest or any warrants issued in relation to the notes.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

*Market Information*

On March 1, 2016, our common stock became subject to quotation on the OTCQB Market under the symbol "EWLL", an inter-dealer automated quotation system for equity securities not included on The Nasdaq Stock Market. Quotation of the Company's securities on the OTCQB Market limits the liquidity and price of the Company's common stock more than if the Company's shares of common stock were listed on The Nasdaq Stock Market or a national exchange. For the periods indicated, the following table sets forth the high and low bid prices per share of common stock. The below prices represent inter-dealer quotations without retail markup, markdown, or commission and may not necessarily represent actual transactions.

| Period | Price Range | |
|---|---|---|
| | High | Low |
| *Year Ended December 31, 2018:* | | |
| First Quarter | $ 0.08 | $ 0.07 |
| Second Quarter | $ 0.10 | $ 0.09 |
| Third Quarter | $ 0.09 | $ 0.06 |
| Fourth Quarter | $ 0.21 | $ 0.18 |
| *Year Ending December 31, 2019:* | | |
| First Quarter | $ 0.26 | $ 0.11 |

The transfer agent of our common stock is VStock Transfer LLC, 18 Lafayette Place, Woodmere, NY 11598, (212) 828-8436.

*Record Holders.* As of March 25, 2019, we had 217,189,636 shares of $0.001 par value common stock issued and outstanding held by 160 shareholders of record.

As of March 20, 2019, there are 6,568,179 outstanding options and/or warrants to purchase common equity of the Company with exercise prices.

Dividend Policy . We have neither declared nor paid any cash dividends on either preferred or common stock. For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business and do not anticipate paying any cash dividends on our preferred or common stock. Any future determination to pay dividends will be at the discretion of the Board of Directors and will be dependent upon then existing conditions, including its financial condition, results of operations, capital requirements, contractual restrictions, business prospects, and other factors that the Board of Directors considers relevant.

Securities Authorized for Issuance under Equity Compensation Plans .

*The 2018 Equity Incentive Plan*

On January 2, 2018, the Board of Directors approved the 2018 Equity Incentive Plan pursuant to which officers, directors and certain consultants will be eligible to be issued shares of common stock upon authorization by the Board. The maximum number of shares reserved and available for issuance is 20,000,000 shares of common stock. On November 1, 2018, the Company issued 17,400,000 shares to officers, directors and certain consultants under this plan. The value of the shares was $1,566,000 of which $1,215,912 was recorded as reduction to contributed capital. The full text of this plan is attached as Exhibit 10.25.

*The 2015 Stock Option Plan*

On July 31, 2015, the Board of Directors approved the 2015 Stock Option Plan, pursuant to which certain directors, officers, employees and consultants will be eligible for certain stock options and grants. The Plan is effective as of August 1, 2015 and the maximum number of shares reserved and available for granting awards under the Plan shall be an aggregate of 3,000,000 shares of common stock, provided however that on each January 1, starting with January 1, 2016, an additional number of shares equal to the lesser of (A) 2% of the outstanding number of shares (on a fully-diluted basis) on the immediately preceding December 31 and (B) such lower number of shares as may be determined by the Board or committee charged with administering the plan. This plan may be amended at any time by the Board or appointed plan Committee. At the year ended December 31, 2018, there were 2,850,000 stock options outstanding at an exercise price of $.80.

**Recent Sales of Unregistered Securities**

Information regarding any equity securities we have sold during the period covered by this Report that were not registered under the Securities Act of 1933, as amended, is set forth below. Each such transaction was exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) of the Securities Act or Rule 506 of Regulation D promulgated by the SEC, unless otherwise noted. Unless stated otherwise: (i) the securities were offered and sold only to accredited investors; (ii) there was no general solicitation or general advertising related to the offerings; (iii) each of the persons who received these unregistered securities had knowledge and experience in financial and business matters which allowed them to evaluate the merits and risk of the receipt of these securities, and that they were knowledgeable about our operations and financial condition; (iv) no underwriter participated in, nor did we pay any commissions or fees to any underwriter in connection with the transactions; and, (v) each certificate issued for these unregistered securities contained a legend stating that the securities have not been registered under the Securities Act and setting forth the restrictions on the transferability and the sale of the securities.

***Sales of Unregistered Securities in 2017*** :

In January 2017, 1,363,277 warrants were exercised under a cashless exercise and 1,336,075 shares of common stock were issued.

On January 19, 2017, the Company issued 1,400,000 shares of common stock for extinguishment of accounts payable for a value of $49,000.

On March 29, 2017, the Company issued 1,000,000 shares of common stock to a related party for extinguishment of accounts payable for a value of $35,000.

On April 1, 2017, the Company issued 25,280,899 shares of common stock to a related party for extinguishment of accounts payable for a value of $225,000. These shares relate to a contract leasing the telemedicine platform from Bistromatics, a company owned by our CTO.

During the year ended December 31, 2017, the Company issued 3,340,577 shares of common stock for consulting services for a value of $355,880.

During the year ended December 31, 2017, the Company issued 5,025,000 shares of common stock for consulting services. The weighted average price of these shares was $.08. The value of these shares is being amortized over the life of the contracts ranging from six to twelve months.

During the year ended December 31,2017, the Company issued 53,534,548 shares of common stock for debt conversion. The total debt conversion was $797,913 principal and $45,192 of accrued interest.

***Sales of Unregistered Securities in 2018*** :

In June 2018, the Company executed an Equity Purchase Agreement with an institutional investor within which the investor agrees to purchase up to $1,500,000 of the Company's common stock, par value $0.001. As an inducement to the investor to enter into the agreement, the Company issued 1,000,000 restricted shares of common stock to the investor valued at $70,000.

During the year ended December 31, 2018, the Company issued 4,000,000 shares of common stock for settlement of a complaint filed in the United States Federal District Count (see Footnote 7). The debt settled totaled $236,869 which includes $56,817 of accrued interest.

During the year ended December 31, 2018, the Company issued 5,300,000 shares of common stock for consulting services for a value of $512,115.

During the year ended December 31, 2018, the Company issued 2,600,000 shares of common stock for consulting services. The weighted average price of these shares was $.10. The value of these shares is $239,300 and is being amortized over the life of the contracts ranging from six to twelve months.

During the year ended December 31, 2018, the Company issued 31,285,678 shares of common stock for debt conversion. The total debt conversion was $1,284,582 principal and $172,200 of accrued interest.

During the year ended December 31, 2018, the Company issued 2,468,867 shares of common stock for financing costs relating to convertible debt. The value of the financing costs was $127,374.

During the year ended December 31, 2018, the Company issued 17,400,000 shares of common stock to officers, directors and consultants per the eWellness Healthcare Corporation 2018 Equity Incentive Plan adopted on January 2, 2018. The value of the shares issued was $1,566,000, of which $1,215,912 was recorded as a reduction of contributed capital.

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.

The Registrant's issuance of the above restricted securities was in reliance upon the exemption from registration pursuant to Section 4(2) and Regulation S promulgated by the SEC under the Act. Unless stated otherwise: (i) the securities were offered and sold only to accredited investors; (ii) there was no general solicitation or general advertising related to the offerings; (iii) each of the persons who received these unregistered securities had knowledge and experience in financial and business matters which allowed them to evaluate the merits and risk of the receipt of these securities, and that they were knowledgeable about our operations and financial condition; (iv) no underwriter participated in, nor did we pay any commissions or fees to any underwriter in connection with the transactions; and, (v) each certificate issued for these unregistered securities contained a legend stating that the securities have not been registered under the Securities Act and setting forth the restrictions on the transferability and the sale of the securities.

**ITEM 6. SELECTED FINANCIAL DATA**

Smaller reporting companies are not required to provide this disclosure.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS**

*The following discussion and analysis of our financial condition and result of operations contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section of the other reports we file with the Securities and Exchange Commission. Actual results may differ materially from those contained in any forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. These statements are only predictions.*

*Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we, nor any other person, assume responsibility for the accuracy and completeness of the forward-looking statements. We are under no obligation to update any of the forward-looking statements after the filing of this Annual Report to conform such statements to actual results or to changes in our expectations.*

*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 years ended December 31, 2018 and 2076 and should be read in conjunction with such financial statements and related notes included in this report.*

**Overview**

eWellness has developed a unique telemedicine platform that offers Distance Monitored Physical Therapy Program ("PHZIO program") to pre-diabetic, cardiac and health challenged patients, through contracted physician practices and healthcare systems specifically designed to help prevent patients that are pre-diabetic from becoming diabetic.

**Results of Operations of eWellness for the Twelve-month Period Ended December 31, 2018 vs. 2017**

*REVENUES* : eWellness has reported $0 revenues from operations for the years ended December 31, 2018 and December 31, 2017. We anticipate the beginning of revenue generation by the third quarter of 2019.

*OPERATING EXPENSES* : Total operating expenses increased to $3,695,069 for the year ended December 31, 2018 from $3,348,781 for the year ended December 31, 2017. The increase is a result of increases in the value of stock issued to directors, financing fees, travel and meal expenses.

*NET LOSS* : The Company incurred a net loss of $4,451,462 for the year ended December 31, 2018, compared with a net loss of $1,032,891 for the year ended December 31, 2017, which reflects an increase of $3,418,571. The increase is primarily because of an increase of general and administrative expenses (outlined above) of $355,630 increase in interest expense of $229,482 and a reduction of gain on derivative liability of $2,950,716.

*Liquidity and Capital Resources*

As of December 31, 2018, we had negative working capital of $4,006,081 compared to negative working capital of $3,468,264 as of December 31, 2017. The main portion of the negative working capital increase is because the increase in related party accounts payable and increases in accrued expenses – related party. Cash flows provided by financing activities were $1,678,895 and $946,900 for the years ended December 31, 2018 and December 31, 2017, respectively. The increase in cash flows from financing activities was from the issuance of convertible debt for cash. The cash balance as of December 31, 2018 was $383,335.

For the year ended December 31, 2018, there was a negative cash flows from operations of $1,288,209 compared to a negative cash flows from operations of $951,103 for the year ended December 31, 2017. This is primarily due to increases in accounts payable and. We are seeking financing in the form of equity capital to provide the necessary working capital. Our ability to meet our obligations and continue to operate as a going concern is highly dependent on our ability to obtain additional financing. We cannot predict whether this additional financing will be in the form of equity or debt or be in another form. We may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In any of these events, we may be unable to implement our current plans which circumstances would have a material adverse effect on our business, prospects, financial conditions and results of operations.

On March 1, 2017, the Company had filed a Definitive Information Statement with the SEC (the "Information Statement") pursuant to which the Company, based upon the Joint Written Consent of our Board of Directors and Majority Consenting Stockholders, authorized the Reverse Split on a ratio not to exceed a one-for-twenty (1:20) basis, which Reverse Split was to be initiated within 180 days from March 1, 2017. On August 8, 2017, our Board of Directors approved the one-for-twelve (1:12) Reverse Split and filed the requisite application with FINRA. Since there was no assurance that up listing on the NASDAQ would be achieved, the Company informed FINRA that it was withdrawing the application and canceling the pending 1:12 Reverse Split.

**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 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.

Because 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. Because 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 now 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 now 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. Considering 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

Our significant accounting policies are disclosed in Note 2 of our Financial Statements included elsewhere in this Report.

## ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Smaller reporting companies are not required to provide this disclosure.

## ITEM 8: CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Index to Financial Statements and Financial Statement Schedules appearing on pages F-1 through F-23 of this Form 10-K.

**eWELLNESS HEALTHCARE CORPORATION**
**INDEX TO FINANCIAL STATEMENTS**
**FOR THE YEARS ENDED DECEMBER 31, 2018 AND DECEMBER 31, 2017**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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of eWellness Healthcare Corporation

**Opinion on the Financial Statements**

We have audited the accompanying balance sheets of eWellness Healthcare Corporation (the Company) as of December 31, 2018 and 2017, and the related statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

**Consideration of the Company's Ability to Continue as a Going Concern**

The accompanying financial statements have been prepared assuming that Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has yet to earn revenue, has a deficit in stockholders' equity, and has sustained recurring losses from operations. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Haynie & Company
Salt Lake City, Utah
March 27, 2019

We have served as the Company's auditor since 2016

**eWELLNESS HEALTHCARE CORPORATION**
**BALANCE SHEETS**

| | December 31, 2018 | December 31, 2017 |
|---|---|---|
| **ASSETS** | | |
| CURRENT ASSETS | | |
| Cash | $ 383,335 | $ 6,882 |
| Prepaid expenses | 95,508 | 179,827 |
| Total current assets | 478,843 | 186,709 |
| Property & equipment, net | 14,092 | 5,021 |
| Intangible assets, net | 11,000 | 13,954 |
| **TOTAL ASSETS** | $ 503,935 | $ 205,684 |
| **LIABILITIES AND STOCKHOLDERS' DEFICIT** | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued expenses | $ 236,741 | $ 345,956 |
| Accounts payable - related party | 684,173 | 351,511 |
| Accrued expenses - related party | 214,076 | 210,828 |
| Accrued compensation | 1,113,470 | 1,071,369 |
| Contingent liability | 90,000 | 90,000 |
| Convertible debt, net of discount | 562,362 | 444,680 |
| Derivative liability | 1,584,102 | 1,140,578 |
| Short term notes and liabilities | - | 180,051 |
| Total current liabilities | 4,484,924 | 3,834,973 |
| Total Liabilities | 4,484,924 | 3,834,973 |
| Commitments and contingencies | - | - |
| STOCKHOLDERS' DEFICIT | | |
| Preferred stock, authorized, 20,000,000 shares, $.001 par value, 0 shares issued and outstanding | - | - |
| Common stock, authorized 400,000,000 shares, $.001 par value, 206,406,951 and 142,352,406 issued and outstanding, respectively | 206,407 | 142,352 |
| Additional paid in capital | 17,213,838 | 13,178,131 |
| Accumulated deficit | (21,401,234) | (16,949,772) |
| Total Stockholders' Deficit | (3,980,989) | (3,629,289) |
| **TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT** | $ 503,935 | $ 205,684 |

The accompanying notes are an integral part of these financial statements

**eWELLNESS HEALTHCARE CORPORATION**
**STATEMENTS OF OPERATIONS**

| | Year Ended | |
|---|---|---|
| | **December 31, 2018** | **December 31, 2017** |
| OPERATING EXPENSES | | |
| Executive compensation | $ 408,000 | $ 408,000 |
| General and administrative | 1,156,938 | 801,308 |
| Professional fees | 2,130,131 | 2,139,473 |
| Total Operating Expenses | 3,695,069 | 3,348,781 |
| Loss from Operations | (3,695,069) | (3,348,781) |
| OTHER INCOME (EXPENSE) | | |
| Gain on extinguishment of debt | 159,479 | - |
| Gain (loss) on derivative liability | (178,938) | 2,771,778 |
| Foreign exchange rate | 12,598 | 60,972 |
| Loss on disposal of asset | (2,134) | - |
| Interest expense | (745,542) | (516,060) |
| Net Loss before Income Taxes | (4,449,606) | (1,032,091) |
| Income tax expense | (1,856) | (800) |
| Net Loss | $ (4,451,462) | $ (1,032,891) |
| Basic and diluted (loss) per common share | $ (0.03) | $ (0.01) |
| Weighted average shares outstanding | 168,705,751 | 108,864,680 |

The accompanying notes are an integral part of these financial statements

**eWELLNESS HEALTHCARE CORPORATION**
**STATEMENT OF STOCKHOLDERS' DEFICIT**

| | Preferred Shares | | Common Shares | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares to be issued | Additional Paid in Capital | Accumulated Deficit | Total Stockholders' Deficit |
| **Balance at December 31, 2016** | - | $ - | 51,434,307 | $ 51,435 | $ 110,740 | $ 5,757,205 | $ (15,916,881) | $ (9,997,501) |
| Contributed services | - | - | - | - | - | 222,000 | - | 222,000 |
| Option expense | - | - | - | - | - | 434,376 | - | 434,376 |
| Warrants issued with debt | - | - | - | - | - | 89,890 | - | 89,890 |
| Shares issued for AP conversions | - | - | 27,680,899 | 27,681 | (84,000) | 281,319 | - | 225,000 |
| Shares issued for debt conversion | - | - | 55,534,548 | 53,534 | (8,240) | 5,529,185 | - | 5,574,479 |
| Shares issued for prepaid services | - | - | 5,025,000 | 5,025 | (18,500) | 402,975 | - | 389,500 |
| Shares issued for services | - | - | 3,340,577 | 3,341 | - | 352,539 | - | 355,880 |
| Shares issued for warrants exercised | - | - | 1,336,075 | 1,336 | - | 108,642 | - | 109,978 |
| Net loss | - | - | - | - | - | - | (1,032,891) | (1,032,891) |
| **Balance at December 31, 2017** | - | $ - | 142,352,406 | $ 142,352 | $ - | $ 13,178,131 | $ (16,949,772) | $ (3,629,289) |
| Contributed services | - | - | - | - | - | 220,500 | - | 220,500 |
| Option expense | - | - | - | - | - | 467,938 | - | 467,938 |
| Shares issued to officers, directors and consultants | - | - | 17,400,000 | 17,400 | - | 332,688 | - | 350,088 |
| Shares issued for contribution | - | - | 1,000,000 | 1,000 | - | 69,000 | - | 70,000 |
| Shares issued for debt conversion | - | - | 35,285,678 | 35,286 | - | 2,077,161 | - | 2,112,447 |
| Shares issued for prepaid services | - | - | 2,600,000 | 2,600 | - | 236,700 | - | 239,300 |
| Shares issued for services | - | - | 5,300,000 | 5,300 | - | 506,815 | - | 512,115 |
| Shares issued for financing costs | - | - | 2,468,867 | 2,469 | - | 124,905 | - | 127,374 |
| Net loss | - | - | - | - | - | - | (4,451,462) | (4,451,462) |
| **Balance at December 31, 2018** | - | $ - | 206,406,951 | $ 206,407 | $ - | $ 17,213,838 | $ (21,401,234) | $ (3,980,989) |

The accompanying notes are an integral part of these financial statements

**eWELLNESS HEALTHCARE CORPORATION**
**STATEMENT OF CASH FLOWS**

| | Year Ended | |
|---|---|---|
| | December 31, 2018 | December 31, 2017 |
| Cash flows from operating activities | | |
| Net loss | $ (4,451,462) | $ (1,032,891) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 5,982 | 5,123 |
| Contributed services | 220,500 | 222,000 |
| Shares issued for consulting services | 512,115 | 355,880 |
| Shares issued for contribution | 70,000 | - |
| Shares issued for financing costs | 127,374 | - |
| Shares issued to directors and consultants | 350,088 | - |
| Options expense | 467,938 | 434,376 |
| Amortization of debt discount and prepaids | 812,499 | 1,400,782 |
| Loss on disposal of fixed assets | 2,134 | - |
| (Gain) on settlement of debt | (159,479) | - |
| Foreign currency exchange | (12,598) | (60,972) |
| (Gain) loss on derivative liability | 178,938 | (2,771,778) |
| Changes in operating assets and liabilities | | |
| Prepaid expense | 22,479 | (49,752) |
| Accounts payable and accrued expenses | 130,454 | 111,332 |
| Accounts payable - related party | 332,661 | 197,029 |
| Accrued expenses - related party | 60,067 | 106,399 |
| Accrued compensation | 42,101 | 131,369 |
| Net cash used in operating activities | (1,288,209) | (951,103) |
| Cash flows from investing activities | | |
| Purchase of equipment | (14,233) | (2,910) |
| Net cash used in investing activities | (14,233) | (2,910) |
| Cash flows from financing activities | | |
| Proceeds from issuance of convertible debt | 1,922,600 | 1,107,500 |
| Original issue discount and debt issuance costs | (242,700) | (160,600) |
| Payments on debt | (1,005) | - |
| Net cash provided by financing activities | 1,678,895 | 946,900 |
| Net increase (decrease) in cash | 376,453 | (7,113) |
| Cash, beginning of period | 6,882 | 13,995 |
| Cash, end of period | $ 383,335 | $ 6,882 |
| Supplemental Information: | | |
| Cash paid for: | | |
| Taxes | $ 1,856 | $ 800 |
| Interest Expense | $ - | $ - |
| Non-cash items: | | |
| Warrants issued with debt | $ - | $ 89,890 |
| Derivative liability and debt discount issued with new notes | $ 1,099,732 | $ 428,250 |
| Shares issued for debt conversion | $ 1,456,782 | $ 5,528,421 |
| Exercise of warrants | $ - | $ 109,979 |
| Shares issued for extinguishment of accounts payable | $ - | $ 225,000 |
| Shares issued to officers recorded as reduction of contributed capital | $ 1,215,912 | - |
| Shares issued for prepaids | $ 239,300 | $ 389,500 |

The accompanying notes are an integral part of these financial statements

**Note 1. The Company**

The Company and Nature of Business

eWellness Healthcare Corporation (the "eWellness", "Company", "we", "us", "our") was incorporated in the State of Nevada on April 7, 2011. The Company has generated no revenues to date.

eWellness is the first physical therapy telehealth company to offer insurance reimbursable real-time distance monitored treatments. Our business model is to license our PHZIO ("PHZIO") 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. 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.

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

Basis of Presentation

The accompanying financial statements have been prepared to reflect the financial position, results of operations and cash flows of the Company and have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

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 year ended December 31, 2018, the Company had no revenues. The Company has an accumulated deficit of $21,401,234 and a working capital deficit of $4,006,081. In view of these matters, there is substantial 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, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. 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.

Fair Value of Financial Instruments

The Company complies with the accounting guidance under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820-10, *Fair Value Measurements,* as well as certain related FASB staff positions. This guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact business and considers assumptions that marketplace participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

The guidance also establishes a fair value hierarchy for measurements of fair value as follows:

Level 1 – quoted market prices in active markets for identical assets or liabilities.

Level 2 – inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

As of December 31, 2018, 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 | $ 1,584,102 | $ - | $ - | $ 1,584,102 |
| Total Liabilities measured at fair value | $ 1,584,102 | $ - | $ - | $ 1,584,102 |

As of December 31, 2017, 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 | $ 1,140,578 | $ - | $ - | $ 1,140,578 |
| Total Liabilities measured at fair value | $ 1,140,578 | $ - | $ - | $ 1,140,578 |

Property and Equipment

Property and equipment are recorded at historical cost. Minor additions and renewals are expensed in the year incurred. Major additions and renewals are capitalized and depreciated over their estimated useful lives. Depreciation is recorded over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. The estimated useful lives for significant property and equipment categories are as follows:

| | |
|---|---|
| Furniture and Fixtures | 5-7 Years |
| Computer Equipment | 5-7 Years |
| Software | 3 Years |

The Company regularly evaluates whether events or circumstances have occurred that indicate the carrying value of long-lived assets may not be recoverable. If factors indicate the asset may not be recoverable, we compare the related undiscounted future net cash flows to the carrying value of the asset to determine if impairment exists. If the expected future net cash flows are less than the carrying value, an impairment charge is recognized based on the fair value of the asset. For the years ended December 31, 2018 and 2017, there was no impairment recognized.

Intangible Assets

The Company accounts for assets that are not physical in nature as intangible assets. Intangible assets have either an identifiable or indefinite useful life. Intangible assets with identifiable useful lives are amortized on a straight-line basis over their economic or legal life, whichever is shorter. Intangible assets with indefinite useful lives are reassessed each year for impairment. If an impairment has occurred, then a loss is recognized. An impairment loss is determined by subtracting the asset's fair value from the asset's book/carrying value. For the years ended December 21, 2018 and 2017, there was no impairment recognized.

Income Taxes

The Company accounts for income taxes under FASB ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all the benefits of deferred tax assets will not be realized.

Debt Issuance Costs

The Company accounts for debt issuance costs in accordance with ASU 2015-03. This guidance requires direct and incremental costs associated with the issuance of debt instruments such as legal fees, printing costs and underwriters' fees, among others, paid to parties other than creditors, are reported and presented as a reduction of debt on the consolidated balance sheets.

Debt issuance costs and premiums or discounts are amortized over the term of the respective financing arrangement using the effective interest method. Amortization of these amounts is included as a component of interest expense net, in the consolidated statements of operations.

Cash and Cash Equivalents

Cash and cash equivalents include all cash deposits and highly liquid financial instruments with an original maturity to the Company of three months or less. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

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 periods ended December 31, 2018 and 2017, no dilutive shares are added into the loss per share calculations. While currently antidilutive, the following instruments could potentially dilute EPS in the future resulting in the following common stock equivalents

| | 2018 | 2017 |
|---|---|---|
| Options | 2,850,000 | 12,064,583 |
| Warrants | 3,718,179 | 8,753,179 |
| Convertible Notes | 25,330,273 | 14,579,595 |
| | 31,898,452 | 35,397,357 |

Recent Accounting Pronouncements

In July 2017, the FASB issued ASU No. 2017-11, "Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivative and Hedging (Topic 815). The amendments in Part I of this update change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value. For freestanding equity classified financial instruments, the amendments require entities that present earnings per share (EPS) in accordance with Topic 260 to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS. The amendments in Part I of this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted including adoption in an interim period. The Company is currently assessing the impact of this guidance on its financial statements.

In June 2018, the FASB issued ASU 2018-07, "Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting", which expands the scope of Topic 718 to include all share-based payment transactions for acquiring goods and services from nonemployees. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which the grantor acquires goods and services to be used or consumed in its own operations by issuing share-based payment awards. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606. The amendments in ASU 2018-07 are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently assessing the impact of this guidance on its financial statements.

The Company has reviewed all other recently issued, but not yet adopted, accounting standards in order to determine their effects, if any, on its results of operations, financial position or cash flows. Based on that review, the Company believes that none of these pronouncements will have a significant effect on its financial statements.

**Note 3. Property and Equipment**

Property and equipment consist of computer equipment that is stated at cost $22,654 and $11,331 less accumulated depreciation of $8,562 and $6,311 for the years ended December 31, 2018 and 2017, respectively. Depreciation expense was $3,028 and $2,169 for the years ended December 31, 2018 and 2017, respectively.

**Note 4. Intangible Assets**

The Company recognizes the cost of a software license and a license for use of a programming code as intangible assets. The stated cost of these assets was $24,770 and $24,770 less accumulated amortization of $13,770 and $10,816 for the years ended December 31, 2018 and 2017, respectively. For the years ended December 31, 2018 and 2017, the amortization expense recorded was $2,954 and $2,954, respectively.

**Note 5. Income Taxes**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Tax Cuts and Jobs Act, enacted on December 22, 2017, reduced the U.S. corporate statutory tax rate from 35% to 21% beginning on January 1, 2018.

Net deferred tax liabilities consist of the following components as of December 31, 2018 and 2017:

| | 2018 | 2017 |
|---|---|---|
| Deferred tax assets: | | |
| NOL carryover | $ 1,204,500 | $ 1,058,800 |
| Accrued payroll | 233,800 | 278,600 |
| Deferred rent | - | 300 |
| Related party accruals | 143,700 | - |
| Deferred tax liabilities | | |
| Depreciation | 300 | (300) |
| Valuation allowance | (1,582,300) | (1,337,400) |
| Net deferred tax asset | $ - | $ - |

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the years ended December 31, 2018 and 2017 due to the following:

| | 2018 | 2017 |
|---|---|---|
| Book loss | $ (934,800) | $ (268,600) |
| Depreciation | - | (100) |
| Contributed services | 46,300 | 57,700 |
| Meals & entertainment | 4,200 | 3,600 |
| Stock for prepaids | 63,200 | 255,400 |
| Stock for consulting | 222,500 | 92,500 |
| Option expense | 98,300 | 112,900 |
| Amortization of debt discount | 107,400 | 108,800 |
| Accrued payroll | 8,800 | 34,200 |
| Loss on conversion of debt | (159,500) | - |
| Loss on derivative | 37,600 | (720,700 |
| Valuation allowance | 506,000 | 324,300 |
| | $ - | $ - |

At December 31, 2018, the Company had net operating loss carryforwards of approximately $5,736,000 that may be offset against future taxable income from the year 2019 through 2038. No tax benefit has been reported in the December 31, 2018 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2018 and 2017, the Company did not recognize any interest or penalties, nor did we have any interest or penalties accrued related to unrecognized benefits.

The tax years ended December 31, 2017, 2016 and 2015 are open for examination for federal income tax purposes and by other major taxing jurisdictions to which we are subject.

**Note 6. Related Party Transactions**

On November 11, 2016, the Company signed an agreement with a programming company ("PC") within which one of the Company's directors and Chief Technical Officer ("CTO") is the Chief Marketing Officer. The agreement is for additional features to be programmed for the launch of the PHIZIO 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. Following an initial payment of $100,000 to cover development and compensation for the CTO, the Company is obligated to 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 PHIZIO platform. The agreement established that the Company as indebted to the PC for $225,000 for past programming services. For this amount, the Company issued 25,280,899 common shares at a value of $0.0089 per share on April 1, 2017. The PC will also have the right to appoint 40% of the directors. At the end of December 31, 2018, the Company had a payable of $682,832 due to this company.

For the first nine months of the year ended December 31, 2018, the Company rented office space from a company formerly owned by our CEO. The imputed rent expense of $500 per month for that nine months is recorded in the Statement of Operations and Additional Paid in Capital in the Balance Sheet. At the end of September 2018, the Company rented other office space from a third-party provider.

Throughout the year ended December 31, 2018, the officers and directors of the Company incurred business expenses on behalf of the Company. The amounts payable to the officers as of December 31, 2018 and December 31, 2017 were $3,076 and $5,828, respectively. There were no expenses due to the board members, but the Company has accrued directors' fees of $211,000 and $205,000 at December 31, 2018 and December 31, 2017, respectively. Because the Company is not yet profitable the officers have agreed to defer compensation. The Company had accrued executive compensation of $1,113,470 and $1,071,369 at December 31, 2018 and December 31, 2017 respectively.

**Note 7. Non-Convertible Notes Payable**

In February 2017, the Company was served by a complaint filed by the holder of a note payable. The action was removed from Louisiana state court to the United States Federal District Court in Baton Rouge, LA. The lawsuit alleges that the Company is indebted to the note holder a promissory note stemming from four loans to the Company during the 20 months prior to February 2017 amounting to $75,500 in total original principal bearing interest at 12% per annum, of which $45,202 has been repaid. Further, the note holder claims that, because of alleged defaults and extensions of the notes, the Company is now indebted in the amount of $253,877 inclusive of interest and penalties at an effective rate exceeding 70% per annum, far more than the maximum rate allowable in California or Louisiana. The Company and its counsel have determined that: (i) the note holder is not a licensed lender in the State of California, where the loan was made and the $75,500 was deposited and therefore was not permitted under California law to make loans in the State; and (ii) the interest rate the note holder is seeking to collect is usurious and therefore interest claimed in the lawsuit is neither collectible nor enforceable. In October 2017 the complainant and his counsel motioned to dismiss the unlicensed lender assertion. In January 2018 the U.S. District Court, Louisiana ruled that the unlicensed lender assertion was to proceed.

On June 20, 2018, a settlement agreement was signed between the Company and holder of the note payable with the following terms for the cancellation of the note payable, accrued interest and all warrants issued relating to the note:

1. The Company will issue 2,709,444 shares of commons stock that is immediately tradeable under Securities and Exchange Commission Rule 144, but subject to a daily trading limit of 25,000 shares per day;
2. The Company will issue 1,290,556 shares of common stock that shall be subject to a 180-day holding period and are also subject to a daily trading limit of 25,000 shares per day;
3. The holder of the note payable shall bear all fees and expenses, including attorneys' fees, associated with the transfer and trading of the Company's shares;
4. Beyond issuing the shares noted above, the Company shall not take any additional action that would cause the note holder to incur tax consequence from the transfer or would affect the note holder's tax consequences in any way.

The Company issued the 4,000,000 shares of common stock on June 20, 2018. At December 31, 2018, the Company had no indebtedness to this holder of the note payable principal or accrued interest.

During the years ended December 31, 2018 and 2017, the Company recognized interest expense totaling $15,183 and $32,409, respectively.

**Note 8. Convertible Notes Payable**

In January 2018, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $110,000. During the year ended December 31, 2018, the note, which was due on October 12, 2018, and accrued interest totaling $4,489 was fully converted into 2,412,827 shares of common stock at a price of $.04745 per share.

In January 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $91,300. During the year ended December 31, 2018, the note, which was due on October 30, 2018, and accrued interest totaling $4,980 was fully converted into 1,630,799 shares of common stock at prices ranging from $.0583 to $.0603.

In February 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $63,800. During year ended December 31, 2018, the note, which was due on November 30, 2018, and accrued interest totaling $3,480 was fully converted into 1,309,799 shares of common stock at prices ranging from $.0487 to $.0532.

In March 2018, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $77,000. As of June 30, 2018, the institutional investor exercised its MFN provision in Paragraph 4a increasing the OID from the stated in the note from 10% to 15% thus increasing the amount owed to $80,500. During the year ended December 31, 2018, the note, which was due on December 5, 2018, and accrued interest totaling $5,928 was fully converted into 2,402,436 shares of common stock at a price of $.036.

In March 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $72,450. During the year ended December 31, 2018, the note, which was due on December 30, 2018, and accrued interest totaling $3,780 was fully converted into 1,877,796 shares of common stock at prices ranging from $.0393 to $.0437.

In May 2018, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $125,000. During the year ended December 31, 2018, the note, which is due on May 10, 2019, and accrued interest totaling $415 was fully converted into 1,626,268 shares of common stock at prices ranging from $.0628 to $.1032. At the year ended December 31, 2018, the Company is still liable for $5,288 of accrued interest that has not yet been converted.

In May 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $51,750. During the year ended December 31, 2018, the note, which is due on March 1, 2019, and accrued interest of $2,700 was fully converted into 658,722 shares of common stock at prices ranging from $.081 and $.085.

In July 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $56,500. The note, which is due on April 17, 2019 has an original issue discount of $6,500. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the lesser of: (i) $0.21 or (ii) 75% of the lowest per share trading price for the thirty (30) trading days before the issued date of this note. The Company issued 100,000 shares of common stock valued at $8,000 upon the execution of this note. During the year ended December 31, 2018, the Company recognized interest expense of $2,991.

In July 2018, the Company executed an 3% Convertible Promissory Note payable to an institutional investor in the principal amount of $180,000 for funding in three tranches. The note, which is due twelve months from the date of each individual tranche, has an original issue discount of $10,000 per tranche. The convertible notes convert into common stock of the Company at conversion price that shall be equal to 75% of the market price which is lowest trading price during the twenty (20) trading day period ending on the last complete trading day prior to the conversion date. The trading price is the lesser of: (i) lowest traded price or (ii) the lowest closing bid price on the OTCQB. The first tranche of $60,000 was received in the month of July and second tranche of $30,000 was received in the month of August. During the year ended December 31, 2018, the Company recognized interest expense of $1,102.

In July 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $28,250. The note, which is due on April 17, 2019 has an original issue discount of $3,250. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the lesser of: (i) $0.21 or (ii) 75% of the lowest per share trading price for the thirty (30) trading days before the issued date of this note. The Company issued 50,000 shares of common stock valued at $4,000 upon the execution of this note. During the year ended December 31, 2018, the Company recognized interest expense of $1,495.

In July 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $77,000. As of September 30, 2018, the institutional investor exercised its MFN provision in Paragraph 4a increasing the OID from the stated in the note from 10% to 15% thus increasing the amount owed to $80,500. The note, which is due on April 5, 2019, has an original issue discount of $7,000. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the lesser of: (i) $0.06 or (ii) 75% of the lowest per share trading price for the ten (10) trading days before the conversion date. During the year ended December 31, 2018, the Company recognized interest expense of $4,870.

In July 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $60,950. The note, which is due on April 30, 2019 has an original issue discount of $7,950. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the lesser of: (i) $.20 or (ii) variable conversion price which is 75% of the average of the lowest (2) VWAP for the ten (10) trading day period ending on the latest compete trading day prior to the conversion date. During the year ended December 31, 2018, the Company recognized interest expense of $3,647.

In August 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $58,300. The note, which is due on June 15, 2019 has an original issue discount of $5,300. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the lesser of: (i) $.20 or (ii) variable conversion price which is 75% of the average of the two (2) lowest VWAP for the ten (10) trading day period ending on the latest compete trading day prior to the conversion date. During the year ended December 31, 2018, the Company recognized interest expense of $2,338.

In October 2018, the Company executed an 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $47,300. The note, which is due on July 15, 2019 has an original issue discount of $7,300. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the variable conversion price which is 70% of the average of the two (2) lowest VWAP for the ten(10) trading day period ending on the latest compete trading day prior to the conversion date. During the year ended December 31, 2018, the Company recognized interest expense of $1,291.

In October 2018, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $165,000. The note, which is due on October 12, 2019 has an original issue discount of $15,000. The convertible notes convert into common stock of the Company at conversion price that shall be equal to 65% of the lowest per share closing price during the fifteen (15) trading days immediately preceding the date of the notice of conversion. The first tranche of $110,000 was received in the month of October and the second tranche of $55,000 was received in the month of November. During the year ended December 31, 2018, the Company recognized interest expense of $2,594.

In October 2018, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $308,000. The note, which is due on October 29, 2019 has an original issue discount of $33,000. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the 70% of the average of the two (2) lowest per share trading prices for the twenty (20) trading days prior to the conversion date. During the year ended December 31, 2018, the Company recognized interest expense of $4,118.

In October 2018, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $308,000. The note, which is due on October 29, 2019 has an original issue discount of $33,000. The convertible notes convert into common stock of the Company at conversion price that shall be equal to the 70% of the average of the two (2) lowest per share trading prices for the twenty (20) trading days prior to the conversion date. During the year ended December 31, 2018, the Company recognized interest expense of $4,118.

In November 2018, a Back-End note executed in May 2018 with an institutional investor was funded. The Back-End note is an 8% Convertible Promissory Note payable in the principal amount of $125,000. The note, which is due on May 10, 2019 has an original issue discount of $10,000. The convertible notes convert into common stock of the Company at conversion price that shall be equal to 72% of the lowest VWAP for the ten (10) trading days prior to and including the conversion date. Conversion into shares of common stock can commence following the 180 $^{th}$ calendar day after the Original Issue Date. During the year ended December 31, 2018, the Company recognized interest expense of $1,123.

**Note 9. Equity Transactions**

In February 2017, the Board of Directors of unanimously approved an amendment to the Company's Articles of Incorporation to: (A) increase its authorized capital stock from 110,000,000 shares of capital stock, par value $0.001, consisting of: (i) 100,000,000 shares of common stock, par value $0.001; and (ii) 10,000,000 shares of preferred stock, par value $0.001, to 420,000,000 shares of capital stock, par value $0.001, consisting of: (iii) 400,000,000 shares of common stock, par value $0.001; and (iv) 20,000,000 shares of preferred stock, par value $0.001; and (B) implement a reverse split of the issued and outstanding shares of common stock, including shares of common stock reserved for issuance, in a ratio to be determined by the Company's Board of Directors, not to exceed a one-for-twenty (1:20) basis. The Certificate of Amendment was authorized and approved by the Joint Written Consent of the Board of Directors and Majority Consenting Stockholders of the Company.

On March 1, 2017, the Company had filed a Definitive Information Statement with the SEC (the "Information Statement") pursuant to which the Company, based upon the Joint Written Consent of our Board of Directors and Majority Consenting Stockholders, authorized the Reverse Split on a ratio not to exceed a one-for-twenty (1:20) basis, which Reverse Split was to be initiated within 180 days from March 1, 2017. On August 8, 2017, our Board of Directors approved the one-for-twelve (1:12) Reverse Split and filed the requisite application with FINRA. Since there can be no assurance that up listing on the NASDAQ will be achieved, the Company informed FINRA that it was withdrawing the application and canceling the pending 1:12 Reverse Split.

Preferred Stock

The total number of shares of preferred stock which the Company shall have authority to issue is 20,000,000 shares with a par value of $0.001 per share. There have been no preferred shares issued as of December 31, 2018.

Common Stock

The total number of shares of common stock which the Company shall have authority to issue is 400,000,000 shares with a par value of $0.001 per share.

*Debt Settlement Shares*

During the year ended December 31, 2018, the Company issued 4,000,000 shares of common stock for settlement of a complaint filed in the United States Federal District Count (see Note 7). The debt settled totaled $236,869 which includes $56,817 of accrued interest.

*Debt Conversion Shares*

During the year ended December 31, 2018, the Company issued a total of 31,285,678 shares of common stock per debt conversion of various convertible notes (See Note 7). The total of the debt conversion was $1,284,582 principal plus $172,200 accrued interest.

During the year ended December 31, 2018, the Company issued 2,468,867 shares of common stock for financing costs relating to convertible debt. The value of the financing costs was $127,374.

*Consultant Issued Shares*

During the year ended December 31, 2018, the Company issued 7,900,000 shares of common stock for marketing and consulting services valued at $751,415.

*Institutional Investor Shares*

During the year ended December 31, 2018, the Company issued 1,000,000 shares of common stock as an inducement per an Equity Purchase Agreement with an institutional investor within which the investor agrees to purchase up to $1,500,000 of the Company's common stock, par value $0.001. The value of these shares is $70,000.

*Officers, Directors, and Consultants Shares*

On January 2, 2018, the Board of Directors agreed to form a new eWellness Healthcare Corporation 2018 Equity Incentive Plan ("Plan"). The Plan shall be for 20,000,000 shares of common stock that will be placed in a 10b5-1 Sales Plan that will be registered under an S-8 Registration Statement. Under the sales plan, each recipient will open an account with Garden State Securities ("GSS") for management of all sales of shares issued under the Plan. Quarterly limitations are placed on the number of shares that can be sold. The Company initially allocated 17,400,000 shares to officers, directors and consultants. These shares were issued on November 1, 2018 valued at $1,566,000. Of that amount, $1,215,912 was recorded against previously contributed capital from management and members of the Board of Directors.

Stock Options

On August 6, 2015, the Board of Directors approved the 2015 Stock Option Plan, pursuant to which certain directors, officers, employees and consultants will be eligible for certain stock options and grants. The Plan is effective as of August 1, 2015 and the maximum number of shares reserved and available for granting awards under the Plan shall be an aggregate of 3,000,000 shares of common stock, provided however that on each January 1, starting with January 1, 2016, an additional number of shares equal to the lesser of (A) 2% of the outstanding number of shares (on a fully-diluted basis) on the immediately preceding December 31 and (B) such lower number of shares as may be determined by the Board or committee charged with administering the plan. This plan may be amended at any time by the Board or appointed plan Committee.

During the year ended December 31, 2017, the options authorized by the Board of Directors to be issued to a consultant on April 15, 2016 expired because of the one-year exercise date.

During the year ended December 31, 2018, the options authorized by the Board of Directors in December 2016 to be issued to officers, directors and certain consultants expired because of the two-year exercise date.

The following is a summary of the status of all Company's stock options as of December 31, 2018 and changes during the periods ended on December 31, 2018 and 2017, respectively:

| | Number of Stock Options | Weighted Average Exercise Price | Remaining Life (yrs) | Intrinsic Value |
|---|---|---|---|---|
| Outstanding at January 1, 2017 | - | $ - | - | $ - |
| Granted | 20,250,000 | 0.27 | 3.2 | 0.011 |
| Exercised | - | - | - | - |
| Expired | (250,000) | 1.00 | - | |
| Outstanding at December 31, 2017 | 20,000,000 | $ 0.26 | 1.9 | $ - |
| Granted | - | - | - | - |
| Exercised | - | - | - | - |
| Expired | (17,150,000) | 0.17 | - | |
| Outstanding at December 31, 2018 | 2,850,000 | 0.80 | 2.2 | $ - |
| Options exercisable at December 31, 2018 | 2,850,000 | $ 0.80 | 2.2 | $ - |

The Company recognized stock option expense of $467,938 and $434,376 for the years ended December 31, 2018 and 2017, respectively.

Warrants

During the year ended December 31, 2017, the Company issued 1,300,750 warrants as part of a financing agreement at an exercise price of $.25 and an expiration date of five years.

During the year ended December 31, 2017, 1,363,277 warrants authorized by the Company as part of notes payable and financing agreements were exercised.

During the year ended December 31, 2017, 300,485 warrants authorized by the Company as part of notes payable were expired because of the three-year expiration date.

On March 21, 2018, the Board of Directors, at the request and with the approval of the investors, determined that it was in the best interests of the Company and the Investors, based upon market price and relatively limited liquidity of the shares of common stock that the Company revised the expiration date and exercise price for 417,429 unexercised warrants granted on April 9, 2015. The original expiration date of April 9, 2018 is extended to April 9, 2019. The original exercise price of $.35 is reduced to $.05. The Company recognized an incremental expense of $33,463 for the change.

During the year ended December 31, 2018, 4,975,000 warrants authorized by the Company as part of a note payable were cancelled as part of the settlement agreement with a holder of a note payable. (see Note 7)

The following is a summary of the status of the Company's warrants as of December 31, 2018 and changes during the periods ended on December 31, 2018 and 2017, respectively:

| | Number of Warrants | Weighted Average Exercise Price | Remaining Life (yrs.) | Intrinsic Value |
|---|---|---|---|---|
| Outstanding at January 1, 2017 | 9,116,190 | $ 0.21 | 2.9 | $ 0.103 |
| Granted | 1,300,750 | 0.25 | 5.0 | - |
| Exercised | (1,363,277) | 0.01 | - | 0.178 |
| Cancelled | (300,484) | 0.35 | - | - |
| Outstanding at December 31, 2017 | 8,753,179 | $ 0.22 | 2.9 | $ 0.103 |
| Granted | - | - | - | - |
| Exercised | - | - | - | - |
| Cancelled | (4,975,000) | 0.05 | - | - |
| Outstanding at December 31, 2018 | 3,778,179 | $ 0.48 | 1.4 | $ 0.037 |
| Warrants exercisable at December 31, 2018 | 3,778,179 | $ 0.48 | 1.4 | $ 0.037 |

For purpose of determining the fair market value of the warrants and options issued during the year ended December 31, 2018, 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 assumptions used in the Black Scholes valuation of the date of issuance are as follows:

| | | |
|---|---|---|
| Stock price on the valuation date | $ | .20 |
| Exercise price of warrants | $ | .25 |
| Dividend yield | | 0.00% |
| Years to maturity | | 3 |
| Risk free rate | | 2.46% |
| Expected volatility | | 113.53-229.92% |

**Note 10. 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 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.

Because 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. Because 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 currently 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. Considering 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.

On January 24, 2017, the Registrant entered into a Definitive Service Agreement ("DSA") with Bistromatics, a company for which the Company's officer serves as an officer, affirming that, at the time, the Company did not have enough authorized shares of common stock, based upon the number of issued and outstanding shares together with shares reserved for issuance, to issue Bistromatics 25,280,899 shares of common stock. In connection with the Company's obligations under the DSA, the Company filed a Certificate of Amendment to its Articles of Incorporation with the State of Nevada for the purposes of: (A) increasing its authorized capital stock from 110,000,000 shares of capital stock, par value $0.001, consisting of: (i) 100,000,000 shares of common stock, par value $0.001; and (ii) 10,000,000 shares of preferred stock, par value $0.001, to 420,000,000 shares of capital stock, par value $0.001, consisting of: (iii) 400,000,000 shares of common stock, par value $0.001; and (iv) 20,000,000 shares of preferred stock, par value $0.001. The Certificate of Amendment has been filed with the State of Nevada and the Company has filed an Information Statement on Schedule 14C, based upon the Joint Written Consent of the Company's Board of Directors and the Majority Consenting Stockholders and implementing a reverse split of the issued and outstanding shares of common stock, including shares of common stock reserved for issuance, in a ratio to be determined by the Company's Board of Directors, not to exceed a one-for-twenty (1:20) basis (the "Reverse Split"). On April 1, 2017, the Company issued 25,280,899 shares of common stock.

In February 2017, the Company was served by a complaint filed by the holder of a note payable. The action was removed from Louisiana state court to the United States Federal District Court in Baton Rouge, LA. The lawsuit alleges that the Company is indebted to the note holder a promissory note stemming from four loans to the Company during the 20 months prior to February 2017 amounting to $75,500 in total original principal bearing interest at 12% per annum, of which $45,202 has been repaid. Further, the note holder claims that, because of alleged defaults and extensions of the notes, the Company is now indebted in the amount of $253,877 inclusive of interest and penalties at an effective rate exceeding 70% per annum, far more than the maximum rate allowable in California or Louisiana. The Company and its counsel have determined that: (i) the note holder is not a licensed lender in the State of California, where the loan was made and the $75,500 was deposited and therefore was not permitted under California law to make loans in the State; and (ii) the interest rate the note holder is seeking to collect is usurious and therefore interest claimed in the lawsuit is neither collectible nor enforceable. In October 2017 the complainant and his counsel motioned to dismiss the unlicensed lender assertion. In January 2018 the U.S. District Court, Louisiana ruled that the unlicensed lender assertion was to proceed.

On June 20, 2018, a settlement agreement was signed between the Company and holder of the note payable with the following terms for the cancellation of the note payable, accrued interest and warrants:

1. The Company will issue 2,709,444 shares of commons stock that is immediately tradeable under Securities and Exchange Commission Rule 144, but subject to a daily trading limit of 25,000 shares per day;
2. The Company will issue 1,290,556 shares of common stock that shall be subject to a 180-day holding period and are also subject to a daily trading limit of 25,000 shares per day;
3. The holder of the note payable shall bear all fees and expenses, including attorneys' fees, associated with the transfer and trading of the Company's shares;
4. Beyond issuing the shares noted above, the Company shall not take any additional action that would cause the note holder to incur tax consequence from the transfer or would affect the note holder's tax consequences in any way.

The Company issued the 4,000,000 shares of common stock on June 20, 2018. At December 31, 2018, the Company had no indebtedness to this holder of the note payable principal or accrued interest or warrants.

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 11. Derivative Valuation**

The Company evaluated the convertible debentures and associated warrants in accordance with ASC Topic 815, "Derivatives and Hedging," and determined that the conversion feature of the convertible promissory notes was not afforded the exemption for conventional convertible instruments due to their variable conversion rates. The notes have no explicit limit on the number of shares issuable, so they did not meet the conditions set forth in current accounting standards for equity classification. In addition, the warrants have a Most Favored Nations clause resulting in the exercise price of the warrants also not being fixed. Therefore, these have been characterized as derivative instruments. We elected to recognize the notes under ASU paragraph 815-15-25-4, whereby there would be a separation into a host contract and derivative instrument. We elected to initially and subsequently measure the notes and warrants in their entirety at fair value, with changes in fair value recognized in earnings.

The debt discount is amortized over the life of the note and recognized as interest expense. For the years ended December 31, 2018 and 2017, the Company amortized the debt discount of $511,359 and $417,546, respectively, to interest expense.

During the years ended December 31, 2018 and 2017, the Company had the following activity in the derivative liability account:

| | Notes | Warrants | Total |
|---|---|---|---|
| Derivative liability at January 1, 2017 | $ 7,363,827 | $ 1,109,438 | $ 8,473,265 |
| Addition of new conversion option derivatives | 304,289 | 123,961 | 428,250 |
| Conversion of note derivatives | (4,793,036) | - | (4,793,036) |
| Changes in warrant derivatives | - | (109,985) | (109,985) |
| Change in fair value | (2,509,489) | (348,828) | (2,857,917) |
| Reclassification of derivative to gain on extinguishment of debt | - | - | - |
| Derivative liability at December 31, 2017 | $ 365,591 | $ 774,986 | $ 1,140,577 |
| Addition of new conversion option derivatives | 1,243,333 | - | 1,243,333 |
| Conversion of note derivatives | (429,927) | - | (429,927) |
| Extinguishment due to note cancellations | - | (202,610) | (202,610) |
| Changes in warrant derivatives | - | - | - |
| Change in fair value | 245,568 | (412,839) | (167,271) |
| Reclassification of derivative to gain on extinguishment of debt | - | - | - |
| Derivative liability at December 31, 2018 | $ 1,424,565 | $ 159,537 | $ 1,584,102 |

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

| | |
|---|---|
| Stock price at valuation date | $ .050-.202 |
| Exercise price of warrants | $ .004 -.25 |
| Conversion rate of convertible debt | $ .020 – 0.2000 |
| Risk free interest rate | 1.91%-2.63% |
| Stock volatility factor | 101.5%-229.9% |
| Years to Maturity | .08 – 3 |
| Expected dividend yield | None |

**Note 12. Supplemental Cash Flow Information**

During the year ended December 31, 2017 the Company had the following non-cash investing and financing activities:

- Issued 1,300,850 warrants valued at $160,257 as incentive for lenders to enter debt agreements
- Issued 27,680,899 shares of common stock for payables conversion totaling $345,000
- Issued 1,336,075 shares of common stock for cashless exercise of warrants
- Issued 5,025,000 shares of common stock valued at $389,500 which was recorded as a prepaid
- Issued 3,340,577 shares of common stock valued at $355,880 for services
- Issued 53,534,548 shares of common stock for the extinguishment of $797,913 worth of debt and $45,192 worth of accrued interest

During the year ended December 31, 2018 the Company had the following non-cash investing and financing activities:

- Issued 2,468,867 shares of common stock for financing costs valued at $127,374.
- Issued 1,000,000 shares of common stock as an inducement for an Equity Purchase Agreement valued at $70,000.
- Issued 17,400,000 shares of common stock to officers, directors and certain consultants per the 2018 Equity Incentive plan valued at $1,566,000.
- Issued 4,000,000 shares of common stock for settlement of debt of $180,051 and accrued interest of $56,817 (see Note 7).
- Issued 2,600,000 shares of common stock valued at $239,300 which was recorded as a prepaid.
- Issued 5,300,000 shares of common stock valued at $512,115 for services
- Issued 31,285,678 shares of common stock for the extinguishment of $1,284,582 worth of debt and $172,200 worth of accrued interest.

**Note 13. Subsequent Events**

On January 8, 2019, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $308,000. The note, which is due on January 8, 2020, has an original issue discount of $28,000. The convertible note converts into common stock of the Company at conversion price that shall be equal to the 70% of the average of the two lowest per share trading prices for the twenty (20) trading days prior to the conversion date.

On January 8, 2019, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $308,000. The note, which is due on January 8, 2020, has an original issue discount of $28,000. The convertible note converts into common stock of the Company at conversion price that shall be equal to the 70% of the average of the two lowest per share trading prices for the twenty (20) trading days prior to the conversion date.

On January 8, 2019, the Company executed a consulting services agreement for the development of physical therapy care delivery and the recruitment, training and evaluation of PHZIO users. The Company is to issue 1,000,000 shares of common stock equally over a two-year period. The Company will also pay the consultant a monthly fee of $5,000.

On January 9, 2019, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $114,000. The note, which is due on October 30, 2019, has an original issue discount of $11,000. The convertible note converts into common stock of the Company at a conversion price that shall be equal to the 70% average of the two lowest per share trading prices for the ten (10) trading days prior to the conversion date.

On January 28, 2019, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $58,300. The note, which is due on November 15, 2019, has an original issue discount of $5,300. The convertible note converts into common stock of the Company at a conversion price that shall be equal to the 70% average of the two lowest per share trading prices for the ten (10) trading days prior to the conversion date.

On February 1, 2019, the Company executed a six-month advisory services agreement for $2,500 per month for investor relations.

On February 7, 2019, the Company executed an amendment to a contract executed on April 8, 2018 for twelve months for consultant services. The Company issued 250,000 shares of common stock at the signing of the contract valued at $30,500 that is being amortized over the life of the contract. In addition, the Company is to issue an additional 1,000,000 shares of common stock equally over the twelve months of the contract and pay the consultant a monthly fee of $5,000.

On February 28, 2019, the Company executed advisory services agreement. The Company is to issue 50,000 shares of common stock on the first of each month for six months. In addition, the Company will also pay the advisor a monthly fee of $3,000. The Company will also pay the advisor 1.5% override on all gross revenue received by the company due to a direct introduction by the consultant to the customer providing revenue or leading to the chain of revenue source.

On February 28, 2019, the Company executed advisory services agreement. The Company is to issue 50,000 shares of common stock on the first of each month for six months. In addition, the Company will also pay the advisor a monthly fee of $3,000. The Company will also pay the advisor 1.5% override on all gross revenue received by the company due to a direct introduction by the consultant to the customer providing revenue or leading to the chain of revenue source.

On March 18, 2019, the Company executed a Securities Purchase Agreement for Convertible Debentures to an institutional investor in the principal amount of $365,000 to be funded in three tranches: $65,000 at signing, $100,000 forty-five (45) days after the signing date and $200,000 forty-five (45) days after the second closing date. The debentures, which are payable on March 18, 2022, have a 10% original issue discount and a commitment fee of $5,000 payable with the signing debenture. The debentures convert into common stock of the Company at a conversion price equal to the lesser of (i) $.12 or (ii) seventy percent (70%) of the lowest traded price (as reported by Bloomberg LP) of the common stock for the ten (10) trading days prior to the conversion date.

On March 18, 2019, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $47,300. The note, which is payable on January 20, 2020, has an original issue discount of 10%. The convertible note converts into common stock of the Company at a conversion price equal to 70% of the average of the lowest two (2) trading prices during the ten (10) trading day period ending on the last complete trading day prior to the conversion date.

On March 21, 2019, the Company executed a 3% Convertible Promissory Note payable to an institutional investor in the principal amount of $360,000. The note, which is payable twelve (12) months after each tranche is funded, has an original issue discount of $60,000. The original issue discount will be prorated with each tranche paid. The first tranche of $60,000 is due at signing date. The convertible note converts into common stock of the Company at a conversion price that shall be equal to 65% of the lesser of (i) lowest trading price or (ii) the lowest closing bid price on the OTCQB during the twenty-five (25) trading day period ending on the last complete trading day prior to the conversion date.

On March 21, 2019, the Company executed a 12% Convertible Promissory Note to an institutional investor in the principal amount of $1,500,000 to be funded over two tranches of $750,000 each; the first tranche to be funded on signing. The note, which is due and payable six (6) months after the funding date of each tranche, has an original issue discount of 10%. The Company will issue 3,260,970 shares of restricted common stock, deemed to be returnable, on the closing date. These shares will be returned if the Company repays the note prior to the maturity date. The value of these shares is $375,012. In addition, the Company will issue 1,000,000 shares of restricted common stock as a commitment fee valued at $115,000. The convertible note converts into common stock of the Company at a conversion price that shall be equal to 75% of the lowest trading price during the thirty (30) day trading period ending on the last complete trading day prior to the conversion date.

During the 1st Quarter of 2019, the Company issued 1,174,560 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is $164,533.

During the 1st Quarter of 2019, the Company issued 250,000 shares of common stock to a consultant with a value of $30,750. The value of these shares is being amortized over the life of the contract.

During the 1st Quarter of 2019, the Company issued 5,097,254 shares of common stock for debt conversion totaling $347,487 which includes $329,290 principal and $17,197 accrued interest.

## ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During the past two years, there was no disagreement of the type described in paragraph (a)(1)(iv) or any reportable event as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K that is required to be disclosed under this Item 9.

## ITEM 9A: CONTROLS AND PROCEDURES

***Disclosure Controls and Procedures***

We maintain disclosure controls and procedures designed to provide reasonable assurance that material information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that the 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.

We performed an evaluation ("Evaluation"), under the supervision and with the participation of our management including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures ("Disclosure Controls") as of the end of the period covered by this Report pursuant to Rule 13a-15 of the Exchange Act. Based on this evaluation and the existence of the material weaknesses discussed below in *"Management's Report on Internal Control Over Financial Reporting,"* our management, including our CEO and CFO, concluded that our disclosure controls and procedures were not effective at the reasonable assurance level as of the end of the period covered by this report.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly on 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.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board, management and other personnel 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of our management and directors; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)* . Based on this assessment, management concluded that our internal control over financial reporting was not effective as of December 31, 2018, due to the existence of the material weaknesses discussed below. A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 5), or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Management identified the following material weaknesses that have caused management to conclude that as of December 31, 2018, our internal control over financial reporting was not effective:

- Our size has prevented us from being able to employ sufficient resources to enable us to have an adequate level of supervision and segregation of duties within our internal control system. Specifically, there is limited review of financial reporting and policies and procedures have not yet been implemented to analyze, document, monitor and report on non-routine and complex transactions that require management estimation or judgment.

- The Company does not have adequate controls and procedures or an internal audit function to detect errors in accounting for certain of its financing transactions.

- The lack of sufficient controls in place to ensure that all disclosures required were addressed in our financial statements, which may result in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

- Management determined that the Company does not have a sufficient complement of personnel with appropriate training and experience in U.S. generally accepted accounting principles ("GAAP") and lacks certain subject matter expertise related to accounting for income taxes, complex debt and equity transactions, and disclosures.

This Annual Report on Form 10-K does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting due to permanent exemptions for smaller reporting companies. Management's report was not subject to such attestation pursuant to rules of the Securities and Exchange Commission that permits us to provide only management's report in this Annual Report.

**Remediation Plan for Material Weaknesses**

While management believes that the Company's financial statements previously filed in the Company's SEC reports have been properly recorded and disclosed in accordance with GAAP, based on the control deficiencies identified above, we have begun taking steps and plan to take additional measures to remediate the underlying causes of the material weakness, primarily through the development and implementation of formal policies, improved processes and documented procedures, as well as the hiring of additional finance personnel. Management believes that the appointment of additional management personnel will lead to increased oversight over the accounting and reporting function. As soon as we can raise sufficient capital or our operations generate sufficient cash flow, we will hire additional personnel to handle our accounting and reporting functions. We also plan to supply enhanced training and education on principles related to accounting for financing transactions, when funds allow.

Management has reviewed the financial statements and underlying information included herein in detail and believes the procedures performed are adequate to fairly present our financial position, results of operations and cash flows for the periods presented in all material respects.

**Changes in Internal Control Over Financial Reporting**

Other than as described above, there have been no changes in our internal control over financial reporting during the year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting

**ITEM 9B: OTHER INFORMATION**

None.

## Part III

## ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Our directors were elected to serve until the next annual meeting of shareholders and until his respective successors will have been elected and will have qualified. The following table sets forth the name, age and position held with respect to our present executive officers and directors:

| Name | Age | Position(s) |
|---|---|---|
| Darwin Fogt | 43 | President, Chief Executive Officer and Member of the Board of Directors |
| David Markowski | 57 | Chief Financial Officer and Member of the Board of Directors |
| Douglas MacLellan | 63 | Chairman and Secretary |
| Curtis Hollister | 46 | Chief Technology Officer and Member of the Board of Directors |
| Douglas Cole | 63 | Member of the Board of Directors |
| Brandon Rowberry | 44 | Member of the Board of Directors |
| Rochelle Pleskow | 57 | Member of the Board of Directors |

***Darwin Fogt, President, CEO & Director*** . Mr. Fogt has been CEO of eWellness Corporation since May 2013. From 2001 to 2018, he was founder, President and practicing therapist of Evolution Physical Therapy, Inc., a privately held company in Los Angeles, CA providing sports and orthopedic physical therapy services. From 2008 to 2018, Mr. Fogt was also founder and President of Bebe PT, a physical therapy practice specializing in perinatal rehabilitation and wellness. Additionally, from 2012 to 2018 Mr. Fogt was the founder and President of Evolution Fitness, a primarily cash-based fitness and rehabilitation center serving high level athletes and clients in Culver City, CA. Mr. Fogt 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. Mr. Fogt earned his B.S. in Exercise Science from the University of Southern California in 1996 and his MPT (Master of Physical Therapy) from California State University: Long Beach in 2001. He is currently working toward earning his DPT (Doctor of Physical Therapy) degree.

***David Markowski, Chief Financial Officer & Director.*** Mr. Markowski has been CFO of eWellness Corporation since May 2013. From October 1997 to October 2002 he was CEO and Co-Founder of GFNN, Inc. From 2002 to 2013 Mr. Markowski has maintained various active roles within GFNN's subsidiaries including Founder, Director and CEO positions. From October 2009 to December 2011, he was the Director of Corporate Development for Visualant, Inc. From June 2003 to 2010 he was President of Angel Systems, Inc. an independent consulting firm with competencies in strategic marketing and business development. From January 1998 to October 1998, Mr. Markowski served as the Vice President of Finance for Medcom USA, a NASDAQ listed company. Prior to that, he had a decade of investment banking experience on Wall Street involved in financing start-ups and public offerings. He is a business development specialist with accolades in INC Magazine and others. Mr. Markowski obtained a BA degree in Marketing from Florida State University in 1982.

***Curtis Hollister, Chief Technology Officer & Director.*** Mr. Hollister has been a founder and CTO of eWellness since May 2013. From November 2008 to present he has been the founder and President of Social Pixels, a privately held Canadian company focused on helping companies apply online media and digital campaigning. From November 2008 to present he has been the founder and President of Ripplefire, a privately held Canadian company also specializing in the digital campaigning space. He is a global entrepreneur and innovator known for his ability to identify and capitalize on industry trends. His high-profile projects include such clients as Government of Canada, AT&T, Bell Canada, Microsoft, Nokia, Conversant IP and TD Bank. From 1998 to 2002 Mr. Hollister founded and operated TeamCast.com, a technology spin-off focusing on peer-to-peer networking. From 1997 to 2002 Mr. Hollister founded and operated Intrasoft Technologies, a technology start-up to capitalize on the emerging Intranet application market. From 1995 to 1997 Mr. Hollister founded and operated Intranet Technologies, the first successful Internet service provider in Ottawa, Canada's capital city. Mr. Hollister graduated from Center Hastings Secondary in 1991 and from 1991 to 1995 attended Carleton University with a special focus on Economics.

***Douglas MacLellan, Chairman of the Board*** . Mr. MacLellan currently serves as Chairman of the Board of eWellness Corporation since May 2013. Mr. MacLellan is also an independent member of the board of directors of Oroplata Resources, Inc, (OTCQB: ORRP), a development stage Lithium mining company since October 2017 to the present. From November 2009 to December 2017, Mr. MacLellan was an independent director of ChinaNet Online Holdings, Inc. (NASDAQ: CNET) a media development, advertising and communications company. From June 2011 to present Mr. MacLellan has been Chairman of Innovare Products, Inc., a privately held company that develops innovative consumer products. From May 2014 to October 2016, Mr. MacLellan was a member of the Board as an independent director of Jameson Stanford Resources Corporation (OTCBB: JMSN) an early stage mining company. From September 1992 through April 2014, Mr. MacLellan was Chairman and chief executive officer at Radient Pharmaceuticals Corporation. (OTCQB: RXPC.PK), a vertically integrated specialty pharmaceutical company. He also continues to serve as president and chief executive officer for the MacLellan Group, an international financial advisory firm since 1992. From August 2005 to May 2009, Mr. MacLellan was co-founder and vice chairman at Ocean Smart, Inc., a Canadian based aquaculture company. From February 2002 to September 2006, Mr. MacLellan served as chairman and cofounder at Broadband Access MarketSpace, Ltd., a China based IT advisory firm, and was also co-founder at Datalex Corp., a software and IT company specializing in mainframe applications, from February 1997 to May 2002. Mr. MacLellan was educated at the University of Southern California in economics and international relations.

***Douglas Cole, Director.*** Mr. Cole has been a Director of the company since May 2014. From 2005 to the present, Mr. Cole has been a Partner overseeing all ongoing deal activities with Objective Equity LLC, a boutique investment bank focused on the clean tech, mining and mineral sectors. From 2002 to 2005, Mr. Cole has played various executive roles as Executive Vice Chairman, Chief Executive Officer and President of TWL Corporation (TWLP.OB). From May 2000 to September 2005, he was also the Director of Lair of the Bear, The University of California Family Camp located in Pinecrest, California. During the period between 1991 and 1998, he was the CEO of HealthSoft and he also founded and operated Great Bear Technology, which acquired Sony Image Soft and Starpress, then went public and eventually sold to Graphix Zone. In 1995 Mr. Cole was honored by NEA, a leading venture capital firm, as CEO of the year for his work in the Starpress integration. Since 1982 he has been very active with the University of California, Berkeley mentoring early-stage technology companies. Mr. Cole obtained his BA in Social Sciences from UC Berkeley in 1978.

***Brandon Rowberry, Director.*** Mr. Rowberry has been a Director since June 2014. He is a well-known healthcare innovation executive. From 2010 to 201, he drove enterprise-wide Innovation/Venturing for United Health Group where in 2012 they were awarded the prestigious PDMA Outstanding Corporate Innovation Award. From 2012 to present, he has also been Managing Director of 7R Ventures an investment and advisory firm. From 2005 to 2009, he was Director of Strategy & Innovation at Circuit City. From 2001 to 2005, he was a Sr. Corporate Consultant focusing on Organizational Development and Innovation at Hallmark. From 2000 to 2001, he was a Manager of Organizational Development & Innovation at Honeywell. Mr. Rowberry has also been a frequent corporate innovation guest speaker on NBC, FOX, ABC. Mr. Rowberry obtained his Master of Organizational Behavior from Marriott School of Business, BYU in 2000.

***Rochelle Pleskow, Director*** . From 2010 through 2014, Ms. Pleskow served as the Chief Healthcare Information Officer for Hewlett Packard. She developed the framework of healthcare analytics platform, which encompasses quality improvement, outcomes analysis, patient safety, operational analytics, clinical informatics, physician performance, and regulatory compliance monitoring for health plans, hospitals and physicians. From 2008 through 2010, she acted as a senior consultant to various companies on healthcare policy and procedures including acting as an advisor for ASP model start-up, whose business included a HIPAA/HL7 and PCI compliant processing tool, which verifies a patient's insurance coverage, accurately calculates out-of-pocket costs, and processes payments in one system and at the time of service. This model improves revenue cycle management as it accelerates the collection of patient payments. From 2007 through 2008, she was Director of business Architecture for Blue Shield of California, where she developed the business framework and core elements of a large-scale IT systems implementation to increase competitive advantage for Blue Shield of California. Re-engineered core business processes in Health Services Division to modernize the technology.

**Director Qualifications**

We seek directors with established strong professional reputations and experience in areas relevant to the strategy and operations of our businesses. We also seek directors who possess the qualities of integrity and candor, who have strong analytical skills and who are willing to engage management and each other in a constructive and collaborative fashion, in addition to the ability and commitment to devote time and energy to service on the Board and its committees, as necessary. We believe that all our directors meet the foregoing qualifications.

The Board believes that the leadership skills and other experience of the Board members described below, in addition to each person's experience set forth above in their respective biographies, provide the Company with a range of perspectives and judgment necessary to guide our strategies and monitor our executives' business execution.

*Darwin Fogt* . Mr. Fogt is a co-founder of the Company and has been serving as a PT for over 12 years and has built three successful physical therapy practices. Mr. Fogt has contributed to the Board's strong leadership and vision for the development of the Company's innovative business model.

*Douglas MacLellan* . Mr. MacLellan is a co-founder of the Company and has been serving as an officer and/or director of various advance technology and high growth companies over the past 20 years. Mr. MacLellan has contributed to the Board's strong leadership and vision for the development of the Company's innovative business model.

*Curtis Hollister* . Mr. Hollister is a co-founder of the Company and has been serving in senior management positions in various advance technology, software and video content business over the past 20 years. He holds a wealth of experience in software development, video content management and network technology.

*David Markowski* . Mr. Markowski is a co-founder of the Company and has been serving in senior management positions in various companies over the past 20 years, with an emphasis on corporate finance, accounting, audit, financial modeling and marketing. He holds a wealth of experience in company management skills.

*Doug Cole* . Mr. Cole is an international business executive with over 20 years of active management and board roles in various software, educational and technology public and private companies.

*Brandon Rowberry* . Mr. Rowberry has held over 15 years in senior management positions as an innovation expert in various advance technology and healthcare industries. He is anticipated to greatly expand our industry relationships within healthcare insurers and the telemedicine industry.

*Rochelle Pleskow* . Ms. Pleskow holds a vast knowledge base on healthcare informatics and the scaling of various technology implementations at selected large-scale technology and healthcare companies and is anticipated to be a good addition to its board of directors as the Company implements its anticipated white label program to physical therapy clinics through the U.S. marketplace.

**Involvement in Certain Legal Proceedings**

To the best of the Company's knowledge, none of the following events occurred during the past ten years that are material to an evaluation of the ability or integrity of any of our executive officers, directors or promoters **:**

(1) A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

(2) Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) Subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

(i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) Engaging in any type of business practice; or

(iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

(4) Subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3)(i) above, or to be associated with persons engaged in any such activity;

(5) Found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

(6) Found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

(7) Subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(i) Any Federal or State securities or commodities law or regulation; or

(ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

(iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

(8) Subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization, any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

**Promoters and Certain Control Persons**

In light of the efforts and services they provided to the Private Co. prior to the Share Exchange, we believe that Douglas MacLellan and Darwin Fogt may be deemed "promoters" (within the meaning of Rule 405 under the Securities Act), since they took the initiative in the formation of our business and received 10% of our equity securities in exchange for the contribution of property or services, during the last five years. In addition, Gregg C. E. Johnson may be deemed a "promoter" of the Company as a result of his receipt of shares of our common stock at the time of completion of the Share Exchange.

**Corporate Governance and Director Independence**

Presently, we are not currently listed on a national securities exchange or in an inter-dealer quotation system and therefore are not required to comply with the director independence requirements of any securities exchange. In determining whether our directors are independent, however, we intend to comply with the rules of NASDAQ. The board of directors will also consult with counsel to ensure that the boards of director's determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors, including those adopted under the Sarbanes-Oxley Act of 2002 with respect to the independence of audit committee members. Nasdaq Listing Rule 5605(a)(2) defines an "independent director" generally as a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board of Directors has determined that Douglas Cole, Mr. Rowberry and Ms. Pleskow would qualify as "independent" as that term is defined by Nasdaq Listing Rule 5605(a)(2). Further, Mr. Cole qualifies as "independent" under Nasdaq Listing Rules applicable to board committees.

Due to our lack of operations and size prior to the Share Exchange, we did not have an Audit Committee. For these same reasons, we did not have any other separate committees prior to the Share Exchange; all functions of a nominating committee, audit committee and compensation committee were performed by our sole director. Although, as stated above, we are not the subject of any listing requirements, in connection with the Share Exchange, our Board of Directors established several committees to assist it in carrying out its duties. In particular, committees shall work on key issues in greater detail than would be practical at a meeting of all the members of the Board of Directors; each committee reviews the results of its deliberations with the full Board of Directors.

The standing committees of the Board of Directors currently consist of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Current copies of the charters for the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee, as well as our Corporate Governance Guidelines, Code of Ethics and Business Conduct, may be found on our website at www.ewellnesshealth.com , under the heading "Corporate Information—Governance Documents." Printed versions also are available to any stockholder who requests them by writing to our corporate Secretary at our corporate address. Our Board of Directors may, from time to time, establish certain other committees to facilitate our management.

The Board will consider appointing members to each of the Committees when enough independent directors are appointed to the Board or as otherwise determined by the Board. Until such time, the full board of directors will undertake the duties of the audit committee, compensation committee and nominating committee.

**Compliance with Section 16(a) of the Securities Exchange Act of 1934**

Section 16(a) of the Exchange Act, as amended, requires that our directors, executive officers and persons who own more than 10% of a class of our equity securities that are registered under the Exchange Act to file with the SEC initial reports of ownership and reports of changes of ownership of such registered securities.

Based solely upon a review of information furnished to the Company, to the Company's knowledge, during the fiscal year ended December 31, 2017, all such forms were filed.

## ITEM 11: EXECUTIVE COMPENSATION

For the fiscal years ended December 31, 2018 and 2017, we did not pay any compensation to our executive officers, nor did any other person receive a total annual salary and bonus exceeding $100,000. Prior to the Share Exchange, which closed in April 2014, we did not pay our sole officer any compensation nor did we have an employment agreement.

Following the Share Exchange, we do not currently have any formal employment salary arrangement with any of our new officers. However, the Board determined that the following salaries shall be recorded *and accrued* on a monthly basis as contributed capital and compensation for the following individuals for the services they provide to us:

**After 1-1-14, but before profitability**

| Monthly | Recognized | Contributed | Compensated |
|---|---|---|---|
| **Douglas MacLellan, Chairman** | $ 20,000 | $ 11,000 | $ 9,000 |
| **Darwin Fogt, CEO/President** | $ 14,000 | $ 7,000 | $ 7,000 |
| **David Markowski, CFO** | $ 14,000 | $ 7,000 | $ 7,000 |
| **Curtis Hollister, CTO** | $ 14,000 | $ 7,000 | $ 7,000 |

**At profitability and after**

| Monthly | Recognized | Contributed | Compensated |
|---|---|---|---|
| **Douglas MacLellan, Chairman** | $ 20,000 | $ 0 | $ 20,000 |
| **Darwin Fogt, CEO/President** | $ 14,000 | $ 0 | $ 14,000 |
| **David Markowski, CFO** | $ 14,000 | $ 0 | $ 14,000 |
| **Curtis Hollister, CTO** | $ 14,000 | $ 0 | $ 14,000 |

All of our current officers have agreed to defer their compensation until such time as we are cash flow positive; therefore, none of our officers have received any compensation as of the date of this Report. No retirement, pension, profit sharing or insurance programs or other similar programs have been adopted by the Company for the benefit of the Company's employees. The Company has adopted a stock option plan for officers, directors and consultants.

### Director's Compensation

There is no formal or informal arrangements or agreements to compensate employee directors for service provided as a director; however, compensation for new non-employee directors is determined on an ad hoc basis by the existing members of the board of directors at the time a director is elected.

Our non-employee directors have agreed to defer payment of any accrued directors' fees until the Company is profitable. Currently the Company is accruing $2,000 per month for the non-employee directors. They are entitled to receive reimbursement of out-of-pocket expenses.

### Compensation Policies and Practices as They Relate to the Company's Risk Management

We believe that our compensation policies and practices for all employees, including executive officers, do not create risks that are reasonably likely to have a material adverse effect on us.

### Employment Contracts

We do not have any formal employment agreement with any of the officers. Any future compensation will be determined by the Board of Directors, and, as appropriate, an employment agreement will be executed. We do not currently have plans to pay any compensation until the Company maintains a positive cash flow.

### Outstanding Equity Awards

There were no equity awards outstanding as of the end the year ended December 31, 2018.

*Option Grants*

During the year ended December 31, 2018, there were no options granted.

*Aggregated Option Exercises and Fiscal Year-End Option Value*

There were no stock options exercised during the year ending December 31, 2018 and 2017 by our executive officers. During the year ending December 31, 2018, 17,150,000 options granted to officers, directors and specific consultants in 2016 expired.

*Long-Term Incentive Plan ("LTIP") Awards*

There were no awards made to any named executive officers in the last completed fiscal year under any LTIP.

**ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 20, 2019 by (i) each person (or group of affiliated persons) who is known by us to own more than five percent (5%) of the outstanding shares of our common stock, (ii) each director, executive officer and director nominee, and (iii) all of our directors, executive officers and director nominees as a group.

Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock that such person has the right to acquire within 60 days of the date of the respective table. For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares that such person or persons has the right to acquire within 60 days of the date of the respective table is deemed to be outstanding for such person but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

The business address of each beneficial owner listed is in care of 11825 Major Street, Culver City, California, 90230 unless otherwise noted. Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

As of March 25, 2019, we had 217,189,636 shares of common stock issued and outstanding.

| Name of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|---|---|---|
| Darwin Fogt | 7,400,000 | 3.41% |
| Douglas MacLellan | 7,750,000 | 3.57% |
| David Markowski | 3,100,000 | 1.43% |
| Curtis Hollister | 5,950,000 | 2.74% |
| Brandon Rowberry | 500,000 | 0.23% |
| Doug Cole | 800,000 | 0.37% |
| Rochelle Pleskow | 300,000 | 0.14% |
| All officers and directors as a group | 25,800,000 | 11.88% |

**ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

*Certain Related Party Transactions*

Other than the relationships and transactions discussed below, we are not a party to, nor are we proposed to be a party, to any transaction during the last fiscal year involving an amount exceeding $120,000 and in which a related person, as such term is defined by Item 404 of Regulation S-K, had or will have a direct or indirect material interest.

Programming Agreement:

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 PHIZIO 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 PHIZIO platform. The agreement establishes that the Company is indebted to the PC for $225,000 for past programming services. On April 1, 2017, the PC was issued 25,280,899 common shares at a cost value of $0.1068. The PC will also have the right to appoint 40% of the directors. At the end of December 31, 2018, the Company had a payable of $682,832 due to this company.

Office Space: For the first nine months of the year ended December 31, 2018, the Company rented office space from a company formerly owned by our CEO. The imputed rent expense of $500 per month for nine months is recorded in the Statement of Operations and Additional Paid in Capital in the Balance Sheet. At the end of September 2018, the Company rented other office space from a third-party provider.

*Indebtedness of Management*

No officer, director or security holder known to us beneficially owns more than 5% of our Common stock or any member of the immediate family or sharing the household (other than a tenant or employee) of any of the foregoing persons is indebted to us in the years 2018 and 2017.

**Review, Approval and Ratification of Related Party Transactions**

Our Board of Directors conducts an appropriate review of and oversees all related-party transactions. We have not yet adopted formal standards in respect of the review and approval or ratification of related-party transactions; however, our board has conformed to the following standards: (i) all related-party transactions must be fair and reasonable to us and on terms comparable to those reasonably expected to be agreed to with independent third parties for the same goods and/or services at the time authorized by the board; and (ii) all related-party transactions must be authorized, approved or ratified by the affirmative vote of a majority of the directors who have no interest, either directly or indirectly, in any such related party transaction.

**ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table shows the fees that were billed for the audit and other services provided by Haynie & Company, our independent registered public accounting firm, for the fiscal years ended December 31, 2018 and 2017.

| | 2018 | 2017 |
|---|---|---|
| Audit Fees | $ 80,000 | $ 82,590 |
| Audit-Related Fees | 5,200 | 8,775 |
| Tax Fees | - | - |
| All Other Fees | - | - |
| Total | $ 85,200 | $ 91,365 |

*Audit Fees* — This category includes the audit of our annual financial statements, review of financial statements included in our Annual Reports on Form 10-K and services that are normally provided by the independent registered public accounting firm in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or because of, the audit or the review of interim financial statements.

*Audit-Related Fees* — This category consists of assurance and related services by the independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under "Audit Fees." The services for the fees disclosed under this category include consultation regarding our correspondence with the Securities and Exchange Commission and other accounting consulting.

*Tax Fees* — This category consists of professional services rendered by our independent registered public accounting firm for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

*All Other Fees* — This category consists of fees for other miscellaneous items.

*Preapproval Policy*

Our Board of Directors reviews and approves audit and permissible non-audit services performed by its independent accountants, as well as the fees charged for such services. In its review of non-audit service fees and its appointment of Haynie & Company as our independent accountants, the Board of Directors considered whether the provision of such services is compatible with maintaining independence.

## Part IV

## ITEM 15: EXHIBITS, CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

(a)

1. The financial statements listed in the "Index to Financial Statements" at page F-1 are filed as part of this report.

2. Financial statement schedules are omitted because they are not applicable, or the required information is shown in the financial statements or notes thereto.

3. Exhibits included or incorporated herein: See index to Exhibits.

(b) Exhibits

| Exhibit No. | Description |
|---|---|
| 3.1(a) | Amended and Restated Articles of Incorporation (Incorporated by reference to Exhibit 4.1 to the Form 8-K/A filed on August 6, 2014) |
| 3.2 | Bylaws (Incorporated by reference to Exhibit 3(b) to the Registration Statement on Form S-1 filed on May 15, 2012) |
| 10.9 | Securities Settlement Agreement with EWLL Acquisition Partners, LLC (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 18, 2016) |
| 10.10 | New Note Form with JEB Partners, L.P. (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 18, 2016) |
| 10.11 | Services Agreement with Bistromatics, Inc. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 21, 2016) |
| 10.12 | Rodney Schoemann Non-Convertible Note Agreement (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 21, 2016) |
| 10.13 | JEB Partners L.P. Convertible Note Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 11, 2017) |
| 10.14 | Debt Conversion and Subscription Agreement (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 11, 2017) |
| 10.15 | Letter Engagement Agreement with Lyons Capital, LLC (Incorporated by reference to Exhibit 10.20 to the Company's Current Report on Form 8-K filed on January 31, 2017) |
| 10.16 | Definitive Service Agreement dated January 24, 2017with Bistromatics, Inc., (Incorporated by reference to Exhibit 10.21 to the Company's Current Report on Form 8-K filed on January 31, 2017). |
| 10.17 | Securities Purchase Agreement with JEB Partners L.P. dated January 7, 2017, (Incorporated by reference to Exhibit 10.17 to the Registration Statement on Form S-1 filed on May 8, 2017) |
| 10.18 | Securities Purchase Agreement with Crossover Capital Fund II, LLC dated April 24, 2017, (Incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-1 filed on May 8, 2017) |
| 10.19 | Investment Agreement with Tangiers Global LLC dated February 10, 2017, (Incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-1 filed on May 8, 2017) |
| 10.20 | 8% Fixed Convertible Promissory Note with Tangiers Global LLC dated February 10, 2017, (Incorporated by reference to Exhibit 10.20 to the Registration Statement on Form S-1 filed on May 8, 2017) |
| 10.21 | 8% Fixed Convertible Promissory Note with Tangiers Global LLC dated February 10, 2017, (Incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 filed on May 8, 2017) |
| 10.22 | 8% Fixed Convertible Promissory Note with Tangiers Global LLC dated April 11, 2017, (Incorporated by reference to Exhibit 10.22 to the Registration Statement on Form S-1 filed on May 8, 2017) |
| 10.23 | Form of Warrant Agreement with Tangiers Global LLC dated February 10, 2017, (Incorporated by reference to Exhibit 10.23 to the Registration Statement on Form S-1 filed on May 8, 2017) |
| 10.24 | Registrant's Rule 10b5-1-Equity Only, dated January 1, 2019, filed herewith. |
| 10.25 | Registrant's 2018 Employee Incentive Plan, dated January 1, 2018, filed herewith. |

| | |
|---|---|
| 10.26 | Equity Purchase Agreement between the Company and Triton Funds LP, (Incorporated by reference to Exhibit 10.22 to the Company's Current Report on Form 8-K filed on July 3, 2018) |
| 10.27 | Registration Rights Agreement between the Company and Triton Funds LP, (Incorporated by reference to Exhibit 10.23 to the Company's Current Report on Form 8-K filed on July 3, 2018) |
| 10.28 | Cooperation Agreement dated September 17, 2018, between Phzio USA, Inc. and First MCO, (Incorporated by reference to Exhibit 10.24 to the Company's Current Report on Form 8-K filed on September 27, 2018) |
| 10.29 | (PHZIO Canada) Partnership Agreement with WW Canada (formally Weight Watchers) (Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 15, 2019) |
| 31.1** | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2** | Certification of Principal Financial and Accounting Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1** | Certification of Principal Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2** | Certification of Principal Financial and Accounting Officer pursuant to Rule 13a-14(b) of the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS ** | XBRL Instance Document |
| 101.SCH ** | XBRL Taxonomy Extension Schema Document |
| 101.CAL ** | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF ** | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB ** | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE ** | XBRL Taxonomy Extension Presentation Linkbase Document |

** Filed herewith.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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
(Registrant)

By: */s/ Darwin Fogt* Date: March 27, 2019
Darwin Fogt
President, CEO

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---|
| */s/ Darwin Fogt*<br>Darin Fogt | Chief Executive Officer and Director<br>(principal executive officer) | March 27, 2019 |
| */s/ David Markowski*<br>David Markowski | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | March 27, 2019 |
| */s/ Brandon Rowberry*<br>Brandon Rowberry | Director | March 27, 2019 |
| */s/ Douglas Cole*<br>Douglas Cole | Director | March 27, 2019 |
| */s/ Curtis Hollister*<br>Curtis Hollister | Director | March 27, 2019 |
| */s/ Douglas MacLellan*<br>Douglas MacLellan | Director | March 27, 2019 |
| */s/ Rochelle Pleskow*<br>Rochelle Pleskow | Director | March 27, 2019 |

**EXHIBIT 10.24**

**eWELLNESS HEALTHCARE CORPORATION**

Rule 10b5-1 Sales Plan
(Stock Only – Rule 144)

NOTE: This Rule 10b5-1 Sales Plan conveys the Seller's indication of the amount, price and date of stock sales with such specificity that Garden State Securities, Inc. ("GSS" or the "Agent") does not have any discretion over how, when and whether to sell shares of common stock of eWellness Healthcare Corporation, par value $0.001 (the "Shares" or "Plan Shares"), other than the discretion inherent in applying ordinary principles of best execution.

The Rule 10b5-1 Sales Plan dated the 1 st day of January 2018 (together with all Exhibits hereto, the "Sales Plan") between __________(the "Seller") and the Agent.

**A. Recitals**

**1.** This Sales Plan is entered into between Seller and the Agent for the purpose of establishing a trading plan that complies with the requirements of Rule 10b5-1(c)(1) promulgated by the United States Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

**2.** Seller is establishing this Sales Plan in order to permit the orderly disposition of a portion of Seller's Shares of eWellness Healthcare Corporation (the "Issuer"), which is currently trading on the OTCQB ("Principal Market").

**B. Seller's Representations, Warranties and Covenants**

**1.** As of the date hereof, Seller is not aware of any material nonpublic information concerning the Issuer or its securities and is not subject to any legal, regulatory, or contractual restriction or undertaking that would prevent the Agent from conducting the trading plan in accordance with the Sales Plan. Seller is entering into this Sales Plan in good faith and not as part of a plan or scheme to evade compliance with the federal securities laws.

**2.** The securities to be sold under this Sales Plan are owned free and clear by Seller (subject, in the case of shares underlying Options, only to the compliance by Seller with the exercise provisions of such Options) and are not subject to any liens, security interests or other encumbrances or limitations on disposition other than those that may be imposed by Rule 144 under the Securities Act of 1933, as amended (the "Securities Act").

**3.** While this Sales Plan is in effect, Seller agrees not to enter into or alter any corresponding or hedging transaction or position with respect to the securities covered by this Sales Plan, unless this Sales Plan is modified or terminated in accordance with the terms hereof agrees not to alter or deviate from the terms of this Sales Plan.

**4.** Seller Agrees to:

**a.** provide the Agent with a certificate dated as of the date of this Sales Plan and signed by the Issuer substantially in the form of Exhibit A (Issuer Representation) to this Sales Plan prior to commencement of the Plan Sales Period (as defined below).

**b.** notify the Agent's Compliance Department by telephone at the number set forth below as soon as practicable if Seller becomes aware of (i) the occurrence of any event contemplated by paragraph 3 of the certificate set forth as Exhibit A to this Sales Plan; (ii) a change in the Issuer's insider trading policies, so that the sales to be made by or through the Agent for the account of Seller pursuant to the Sales Plan would violate these policies; or (iii) a determination by the Issuer's board of directors or chief executive officer that purchases or sales pursuant to the Sales Plan would have a material adverse effect on the Issuer's financial condition. In the case of a notice relating to clause (i) above. Such notice shall indicate the anticipated duration of the restriction, but shall not include any other information about the nature of the restriction or its applicability to Seller and shall not in any way communicate any material nonpublic information about the Issuer or its securities to the Agent. Such notice shall be in addition to the notice required to be given to the Agent by the Issuer pursuant to the certificate set forth as Exhibit A to this Sales Plan.

**5.** The execution and delivery of this Sales Plan by Seller and the transactions contemplated by this Sales Plan will not contravene any provision of applicable law or any agreement or other instrument binding on Seller or any of Seller's affiliates or any judgment, order or decree of any governmental body, agency or court having jurisdiction over Seller or Seller's affiliates.

**6.** Seller agrees with respect to the Stock subject to trading pursuant to this Sales Plan ("Stock"), that until this Sales Plan has been terminated, Seller shall not (i) enter into a binding contract with respect to the purchase or sale of Stock with another broker, dealer or financial institution (each, a "Financial Institution"), (ii) instruct another Financial Institution to purchase or sell Stock or (iii) adopt a plan for trading with respect to Stock other than this Sales Plan. Notwithstanding the foregoing, Seller shall notify the Agent in connection with any sales of Stock of the Issuer prior to such sale.

**7.** Seller agrees that it shall not, directly or indirectly, communicate any material, nonpublic information relating to the Stock or the Issuer to any employee of the Agent or its affiliates who is involved, directly or indirectly, in executing this Sales Plan at any time while this Sales Plan is in effect.

**8.** Seller agrees:

**a.** to make all filings, if any, required under Sections 13(d), 13(g) and 16 of the Exchange Act in a timely manner, to the extent any such filings are applicable to Seller. In order to promote compliance with such filing requirements, the Agent agrees to use reasonable efforts to transmit transaction information for open market transactions under this Sales Plan via email to Issuer by the close of business on the day of any sale, and shall in any event transmit such information no later than the close of the business on the first business day after any sale. Emails with transaction information shall be sent to:

- _________: ______________________
- _________: ______________________

**b.** that Seller shall at all times during the Plan Sales Period (as defined below), in connection with the performance of this Sales Plan, comply with all applicable laws, including, without limitation, Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.

**9.** If the Stock is to be sold under Rule 144:

**a.** Seller represents and warrants that the Stock to be sold under this Sales Plan is currently eligible for sale under Rule 144.

**b.** Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to paragraph (a)(2) or (e) of Rule 144 not to take, any action that would cause the sales under this Sales Plan not to meet all applicable requirements of Rule 144.

**c.** Seller agrees to complete, execute and deliver to the Agent Forms 144 for the sales to be effected under this Sales Plan at such times and in such number of copies as the Agent shall request, and following such delivery, the Agent agrees to file such Forms 144 on behalf of Seller as required by applicable law.

**d.** Seller hereby grants the Agent a power of attorney to complete and/or file on behalf of Seller any required Forms 144. Notwithstanding such power of attorney, Seller acknowledges that the Agent shall have no obligation to complete or file Forms 144 on behalf of Seller except as set forth in subparagraph (c).

**e.** the Agent agrees to conduct all sales under this Sales Plan in accordance with the manner of sale requirement of Rule 144 of the Securities Act and in no event shall the Agent effect any sale if such sale would exceed the then-applicable amount limitation under Rule 144, assuming the Agent's sales under this Sales Plan are the only sales subject to that limitation.

**f.** Seller agrees to complete, execute and deliver to the Agent a Seller Representation Letter dated as of the date of this Sales Plan substantially in the form of Exhibit B to this Sales Plan prior to the commencement of the Plan Sales Period

**10.** Seller acknowledges and agrees that Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock under this Sales Plan.

**C. Implementation of the Plan**

**1.** Seller hereby appoints the Agent to sell shares of Stock pursuant to the terms and conditions set forth below. Subject to such terms and conditions, the Agent hereby accepts such appointment.

**2.** the Agent is authorized to begin selling Stock under this Sales Plan on December __, 2017 at the open of the Principal Market and shall cease selling Stock on the earliest to occur of: (i) the date on which the Agent is required to terminate sales under this Sales Plan pursuant to paragraph D.1.a below; (ii) the date on which the Agent receives notice of the death of Seller; (iii) the date that the Issuer or any other person publicly announces a tender or exchange offer with respect to the Stock; (iv) the date of public announcement of a merger, acquisition, reorganization, recapitalization or comparable transaction affecting the securities of the Issuer as a result of which the Stock will be exchanged or converted into shares of another company; (v) the date on which the Agent receives notice of the commencement of any proceedings in respect of or triggered by Seller's bankruptcy or insolvency; (vi) the date on which the Agent, Issuer or Seller reasonably determines that the Sales Plan does not comply with Rule 10b5-1 or applicable securities laws; and (vii) (specify, by checking one or more of the boxes below, the date upon which the Agent will cease selling stock):

[ ] _____________(Date) at the close of the Principal Market.

[ ] the date that the aggregate number of shares of Stock sold under this Sales Plan is __________ shares;

[ ] The date that the aggregate proceeds of sales pursuant to this Sales Plan (after deducting commissions and other expenses of sale) reaches $_________.

(the period during which the Agent is authorized to sell stock under this paragraph C.2 is referred to in this Sales Plan as the "Plan Sales Period").

**3.** **a.** the Agent shall sell the **Daily Sale Amount** (as defined below) for the account of Seller on each Sale Day (as defined below), subject to the following restrictions, if desired (check each applicable box):

[ ] the Agent shall not sell any shares of Stock under this Sales Plan at a price of less than $ per share (before deducting commissions and other expenses of sale) (the "Minimum Sale Price").

[ ] (insert any other restrictions)___________________________________

**b.** A " **Sale Day** " is (Select One):

[ ] each Trading Day that the Principal Market is open for business.

[ ] each Trading Day succeeding any period of __________consecutive Trading Days during which the closing price of the Stock on the Principal Market or, if applicable, as reported in the consolidated system was equal to or greater than _________.

[ ] the first weekday of each month during the Plan Sales Period, provided that if any Sale Day is not a Trading Day, such Sale Day shall be deemed to fall on the next succeeding Trading Day. A "Trading Day" is any day during the Plan Sales Period that the Principal Market is open for business.

[ ] Insert Other Conditions: _____________________________

______________________________________________________________________

**c.** The " **Daily Sale Amount** " for any Sale Day shall be (please check the applicable box to indicate the amount of Stock that the Agent is to sell on each Sale Day):

[ ] ___________ shares of Stock as per the price parameters set forth in the table below.

[ ] an amount of Stock resulting in aggregate proceeds (after deducting commissions and other expenses of sale and exercise prices, withholding taxes and other expenses of exercise) of $____________.

[ ] the amount set forth on the grid below opposite the per share price range that corresponds to the reported price of the opening reported market transaction in the Stock on such Sale Day.

| Limit Price | Number of Shares of Stock to be Sold |
|---|---|
| If the price of Stock is $___________ or higher | |
| If the price of Stock is $___________ or higher | |
| If the price of Stock is $___________ or higher | |

[ ] determined in accordance with the following formula:

**d.** Subject to the restrictions set forth in paragraph C.3 above, the Agent shall sell the Daily Sale Amount on each Sale Day under ordinary principles of best execution at the then-prevailing market price.

**e.** If, consistent with ordinary principles of best execution or for any other reason, the Agent cannot sell the Daily Sale Amount on any Sale Day, then (select one):

[ ] the amount of such shortfall may be sold as soon as practicable on the immediately succeeding Trading Day under ordinary principles of best execution.

[ ] the Agent's obligation to sell Stock on such Sale Day under this Sales Plan shall be deemed to have been satisfied.

[ ] N/A (other comments): ________________________

Nevertheless, if any such shortfall exists after the close of trading on the last Trading Day of the Plan Sales Period, the Agent's authority to sell such shares for the account of Seller under this Sales Plan shall terminate.

**f.** The Daily Sale Amount and the Minimum Sale Price, if applicable, shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to the Issuer that occurs during the Plan Sales Period.

**4.** the Agent shall not sell Stock under this Sales Plan at any time when:

**a.** the Agent, in its sole discretion, has determined that a market disruption, banking moratorium, outbreak or escalation of hostilities or other crisis or calamity has occurred, or

**b.** the Agent, in its sole discretion, has determined that it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates (other than any such restriction relating to Seller's possession or alleged possession of material nonpublic information about the Issuer or the Stock), or

**c.** the Agent has received notice from the Issuer or Seller of the occurrence of any event contemplated by paragraph 3 of the certificate set forth as Exhibit A to this Sales Plan, or

**d.** a sale effected under the Sales Plan fails to comply (or in the reasonable opinion of the Agent is not likely to comply) with Rule 144 of the Securities Act), or

**e.** the Agent has received notice from Seller to terminate this Sales Plan in accordance with paragraph D.1 below.

**5. a.** Seller agrees to deliver the total shares of Stock to be sold under this Sales Plan (with the amount to be estimated by Seller in good faith, if the Daily Sale Amount is designated as an aggregate dollar amount) (the "Plan Shares"), into an account at the Agent in the name of and for the benefit of Seller (the "Plan Account") and the Stock will be in street name, electronically transferable form, without legend or stop transfer within the Plan Account prior to the close of the Principal Market on the business day preceding the commencement of sales under this Sales Plan or this Sales Plan will automatically terminate.

**b.** the Agent shall withdraw Stock from the Plan Account in order to effect sales of Stock under this Sales Plan. the Agent agrees to notify Seller promptly if at any time during the Plan Sales Period the number of shares of Stock in the Plan Account is less than the number of Plan Shares remaining to be sold under this Sales Plan. Upon such notification, Seller agrees to deliver promptly to the Plan Account the number of shares of Stock necessary to eliminate this shortfall.

**c.** To the extent that any Stock remains in the Plan Account after the end of the Plan Sales Period or upon termination of this Sales Plan, the Agent agrees to return such Stock promptly to the Issuer's transfer agent for relegending to the extent that such Stock would then be subject to transfer restrictions in the hands of the Seller.

**6.** the Agent shall in no event effect any sale under this Sales Plan if the Stock to be sold is not in the Plan Account.

**7.** the Agent may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise.

**8.** Seller may instruct the Agent to sell or purchase shares of Stock other than pursuant to this Sales Plan. The parties hereto agree that any such sale or purchase transaction (i) will not be deemed to modify this Sales Plan unless Seller so requests in writing in accordance with paragraph D.1.d below and (ii) will be given by Seller to the Agent only if such transaction does not contravene any of the representations, warranties or covenants set forth in Section B of this Sales Plan.

**D. Amendment and Termination**

**1.** This Sales Plan may not be terminated prior to the end of the Plan Sales Period, except that:

**a.** it may be terminated by Seller at any time upon one day's prior written notice sent to the Agent's Corporate Executive Services Department at the address or fax number set forth in paragraph G.4 below, and

**b.** it may be terminated pursuant to Paragraph C.5.a of this Sales Plan

**c.** it may be, at the Agent's option, terminated if the Agent has received notice from the Issuer of the occurrence of any event contemplated by paragraph 3 of the certificate set forth as Exhibit A to this Sales Plan.

**d.** Notwithstanding the provisions of paragraph D.1. herein, this Sales Plan may only be amended pursuant to the Issuer's insider trading policy and only after pre-clearance by the Issuer.

**e.** This Plan may be amended by Seller only upon the written consent of the Agent and receipt by the Agent of the following documents, each dated as of the date of such amendment:

(i) a representation signed by the Issuer substantially in the form of Exhibit A to this Sales Plan,

(ii) a certificate signed by Seller certifying that the representations and warranties of Seller contained in this Sales Plan are true at and as of the date of such certificate as if made at and as of such date and

(iii) a Seller's Representation Letter completed and executed by Seller substantially in the form of Exhibit B to this Sales Plan.

**E. Indemnification; Limitation of Liability**

**1.** **a.** Seller agrees to indemnify and hold harmless the Agent and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or other expenses reasonably incurred in connection with defending or investigating any such action or claim) arising out of or attributable to the Agent's actions taken or not taken in compliance with this Sales Plan or arising out of or attributable to any breach by Seller of this Sales Plan (including Seller's representations and warranties in this Sales Plan) or any violation by Seller of applicable laws or regulations; provided, however, that the indemnification provisions of this paragraph E.1.a shall not apply in the case of any claims, losses, damages or liabilities finally judicially determined to have resulted from the Agent's gross negligence or willful misconduct. This indemnification shall survive termination of this Sales Plan.

**b.** Notwithstanding any other provision of this Sales Plan, neither party shall be liable to the other party for:

(i) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen, or

(ii) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including but not limited to failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God."

**2.** Seller has consulted with Seller's own advisors as to the legal, tax, business, financial and related aspects of, and has not relied upon the Agent or any person affiliated with the Agent in connection with Seller's adoption and implementation of this Sales Plan.

3. Seller acknowledges and agrees that in performing Seller's obligations under this Sales Plan, neither the Agent nor any of its affiliates nor any of their respective officers, employees or other representatives is exercising any discretionary authority or discretionary control respecting management of Seller's assets, or exercising any authority or control respecting management or disposition of Seller's assets, or otherwise acting as a fiduciary (within the meaning of Section 3(21) of the Employee Retirement Income Security Act of 1974, as amended, or Section 2510.3-21 of the Regulations promulgated by the United States Department of Labor) with respect to Seller or Seller's assets. Without limiting the foregoing, Seller further acknowledges and agrees that neither the Agent nor any of its affiliates nor any of their respective officers, employees or other representatives has provided any "investment advice" within the meaning of such provisions, and that no views expressed by any such person will serve as a primary basis for investment decisions with respect to Seller's assets.

**F. Agreement to Arbitrate Certain Disputes**

**The following disclosure is required by various regulatory bodies but should not limit the applicability of the following arbitration provision to or in any claim or controversy which may arise between Seller and the Agent.**

This Agreement contains a predispute arbitration clause. By signing this Sales Plan, which includes the following arbitration agreement, the parties agree as follows:

- Arbitration is final and binding on the parties. All parties to this Agreement are giving up the right to sue each other in court, including the right to a trial by jury, except as provided by the rules of the arbitration forum in which a claim is filed.

- The parties are waiving their right to seek remedies in court, including the right to a jury trial. Arbitration awards are generally final and binding; a party's ability to have a court reverse or modify an arbitration award is very limited.

- Pre-arbitration discovery is generally more limited than and different from court proceedings. The ability of the parties to obtain documents, witness statements, and other discovery is generally more limited in arbitration than in court proceedings.

- The arbitrators' award is not required to include factual findings or legal reasoning, and any party's right to appeal or seek modifications of rulings of the arbitrators is strictly limited. The arbitrators do not have to explain the reason(s) for their award.

- The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry.

- The rules of some arbitration forums may impose time limits for bringing a claim in arbitration. In some cases, a claim that is ineligible for arbitration may be brought in court.

- The rules of the arbitration forum in which the claim is filed, and any amendments thereto, are hereby incorporated into this Agreement.

- The award of the arbitrators or of the majority of them shall be final, and judgment upon the award rendered may be entered in any court, state or federal, having jurisdiction.

- No person shall bring a putative or certified class action to arbitration, nor seek to enforce any predispute arbitration agreement against any person who has initiated in court a putative class action, or who is a member of a putative class action who has not opted out of the class with respect to any claims encompassed by the putative class action until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the Seller is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent stated herein.

- Seller agrees, and in consideration of the Agent carrying an account for Seller, the Agent agrees, that all controversies which may arise between us, including any dispute involving the Agent's present or former agents, employees, officers, and directors and including, but not limited to those involving transactions in this or any other account you have individually or jointly with or on behalf of another party at the Agent, including those in which you have a beneficial interest, or the construction, performance, or breach of this or any other agreement between us, whether entered into prior, on, or subsequent to the date hereof, shall be fully and finally determined by binding arbitration. Any arbitration under this Agreement shall be determined pursuant to the arbitration laws of the State of Missouri and Federal Arbitration Act, where applicable, before the Financial Industry Regulatory Authority (FINRA).

- If Seller files a complaint in court against the Agent or its present or former employees, officers, or directors, the Agent may seek to compel arbitration of any such claims. If the Agent seeks to compel arbitration of such claims, the Agent must agree to arbitrate all of the claims contained in the complaint if the Seller so requests.

  Seller acknowledges that the preferred forum for any dispute resolution involving controversies which may arise between Seller and the Agent is through arbitration pursuant to the terms of the arbitration provision found in this Agreement. In the unlikely event any controversy or dispute arising under this Agreement with the Agent is determined to be ineligible for arbitration, Seller agrees as follows: **THE PARTIES TO THIS AGREEMENT SHALL NOT EXERCISE ANY RIGHTS THEY MAY HAVE TO ELECT OR DEMAND A TRIAL BY JURY.** The Seller and the Agent hereby expressly waive any right to a trial by jury. The Seller acknowledges and agrees that this provision is a specific and material aspect of the agreement between the parties and that the Agent would not enter into this Agreement with Seller if this provision were not part of the agreement.

  Dispute Resolution Locale: Any suit, arbitration proceeding, reparation proceeding, claim, or action against the Agent or its present or past officers, agents, or employees shall be brought and heard in the city where the branch sales office of the Agent is or was located with which Seller dealt. If the court, arbitration forum, or reparations tribunal does not conduct hearings in that city, then any such action must be brought and heard in the locale closest to that city in which the court, arbitration forum, or reparations tribunal conducts hearings. This paragraph shall apply even if Seller has related disputes with other parties which cannot be resolved in the same locale.

**G. General**

**1.** Seller shall pay the Agent $_________ per share of the Stock sold.

**2.** Seller and the Agent acknowledge and agree that this Sales Plan is a "securities contract," as such term is defined in Section 741(7) of Title 11 of the United States Code (the "Bankruptcy Code"), entitled to all of the protections given such contracts under the Bankruptcy Code.

**3.** This Sales Plan constitutes the entire agreement between the parties with respect to this Sales Plan and supersedes any prior agreements or understandings with regard to the Sales Plan.

**4.** All notices to the Agent under this Sales Plan shall be given to the Agent's Compliance Department in the manner specified by this Sales Plan by telephone at ( ) ___-____, by facsimile at ( ) ___-____or by certified mail to the address below:

**The Agent, Garden States Securities, Inc.**
________________________
________________________

**Attn: Compliance Department**

Notices to the Issuer shall be given to:

**eWellness Healthcare Corporation**
**11825 Major Street**
**Culver City, California 90230**

Attn: David Markowski, CFO
and Donna Moore, Secretary
Telephone: (855) 470-1700
Fax: (—) ___-____
Email: _____________

5. Each Party's rights and obligations under this Sales Plan may not be assigned or delegated without the written permission of the other party, which may be withheld in such party's sole discretion.

6. This Sales Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures on all counterparts were upon the same instrument.

7. If any provision of this Sales Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Sales Plan will continue and remain in full force and effect.

8. This Sales Plan shall be governed by and construed in accordance with the internal laws of the State of Missouri, applicable to agreements made and to be fully performed therein and may be modified or amended only by a writing signed by the parties to this Sales Plan.

**NOTICE: THIS AGREEMENT CONTAINS A PRE-DISPUTE ARBITRATION CLAUSE IN PARAGRAPH F.**

IN WITNESS WHEREOF, the undersigned have signed this Sales Plan as of the date first written above.

Date: __________; 2018

Signature: ______________________________

Print Name: ______________________________

Title: ______________________________

**The Agent, Garden State Securities, Inc.**

By: ______________________________

Print Name: ______________________________

Title: ______________________________

**EXHIBIT A**
**ISSUER REPRESENTATION**

1. eWellness Healthcare Corporation (the "Issuer") represents that it has approved the Sales Plan dated January 1, 2018 (the "Sales Plan") between ("Seller") and the Agent, Garden State Securities, Inc. ("the Agent") relating to the common stock, $0.001, par value of the Issuer (the "Stock").

2. The Issuer confirmes the following with regard to Seller:

| | |
|---|---|
| 1. Position/Affiliation with Issuer | ________________ |
| 2. Is Seller a Form 4 filer? | YES [ ] NO [ ] |
| 3. Is Seller a Form 144 Filer? | YES [ ] NO [ ] |

3. The sales to be made by the Agent for the account of Seller under the Sales Plan will not violate the Issuer's insider trading policies, and to the best of the Issuer's knowledge there are no legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates as of the date of this representation that would prohibit the Seller from entering into the Sales Plan or prohibit any sale under the Sales Plan.

4. If at any time during the Sales Plan Period (as defined in the Sales Plan), (i) Issuer becomes aware of a legal, contractual or regulatory restriction that is applicable to Seller or Seller's affiliates and that would prohibit any sale under the Sales Plan (other than any such restriction relating to Seller's possession or alleged possession of material nonpublic information about the Issuer or its securities), (ii) there is a change in the Issuer's insider trading policies, so that the sales to be made by the Agent for the account of the Seller pursuant to the Sales Plan would violate these policies, or (iii) the Issuer's board of directors or chief executive officer determines that purchases or sales pursuant to the Sales Plan would have a material adverse effect on the Issuer's financial condition,, the Issuer agrees to give the Agent's Compliance Department notice of such restriction by telephone as soon as practicable. Such notice shall be made to Compliance Departmentat (—) ___-____and shall indicate the anticipated duration of the restriction, but shall not include any other information about the nature of the restriction or its applicability to Seller. In any event, the Issuer shall not communicate any material nonpublic information about the Issuer or its securities to the Agent.

   Moreover, if the sales to be made by the Agent for the account of the Seller under the Sales Plan require that the Issuer meet the Current Public Information provisions contained in paragraph (c) of Rule 144 under the Securities Act of 1933, as amended, the Issuer agrees to give the Agent notice in the manner provided above in the event that the Issuer fails to continue to satisfy the Current Public Information provisions.

5. If the Stock includes shares that may be sold under Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), the Issuer agrees as follows: To avoid delays in connection with transfers of stock certificates and settlement of transactions under the Sales Plan, and in acknowledgment of the Agent's agreement in paragraph B.10 of the Sales Plan that sales of Stock under the Sales Plan will be effected in compliance with applicable provisions of Rule 144 of the Securities Act of 1933, as amended, and the Agent's agreement in paragraph C.5 of the Sales Plan to return any unsold shares to the Issuer's transfer agent for relegending to the extent such shares would then be subject to transfer restrictions in the hands of the Seller, the Issuer agrees that it will, immediately upon Seller's directing delivery of Stock into an account at the Agent in the name of and for the benefit of Seller, instruct its transfer agent to process the transfer of shares and issue a new certificate to Seller that does not bear any legend or statement restricting its transferability to a buyer.

Date:_______ ; 20___

Signature: ________________________

Print Name: ________________________

Title of Authorized Officer: ________________________

**EXHIBIT B**

**Date: ___________**

**The Agent, Garden States Securities, Inc.**

**Attn: Compliance Department**

______________________

______________________

**Re:** **Name of Issuer:** eWellness Healthcare Corporation
**Class of Stock:** Common
**Number of Shares:**

To Whom It May Concern:

I propose to sell shares of Common Stock of eWellness Healthcare Corporation (the "Company"), through the Agent, Garden State Securities, Inc. in accordance with the requirements of Rule 144 (the "Rule") and I hereby represent:

1. The following information reflects all sales made during the past three months for my account and for the accounts of others with whom I must aggregate sales under the Rule:

| | | **Amount** | **Date** |
|---|---|---|---|
| a. | Myself | | |
| b. | My spouse, children and all other relatives living in our household (or under our control) | | |
| c. | Trusts or estates in which any person in (a) or (b) above are trustees, executors or have a 10% beneficial interest | | |
| d. | Corporations or other entities (other than the Company) in which persons in (a) or (b) above own collectively 10% or more of any class of equity securities or have a 10% equity interest | | |
| e. | Anyone acting in concert with any of the above | | |
| f. | All other accounts whose sales must be aggregated, including: | | |
| | Donees | | |
| | Pledges | | |
| | Trusts | | |
| | Others | | |

2. The aggregate number of shares of the Company's Common Stock sold during the preceding three months for my account and for the account of any person indicated in #1, above (as reported in Table II of Form 144) does not exceed the greater of either (a) or (b):

   a. 1% of the total outstanding class shares of the Company's Common Stock.

   b. The average weekly reported trading volume in the Company's Common stock on all securities exchanges during the four calendar weeks preceding the filing of the above-mentioned Form 144 with the Securities and Exchange Commission.

3. If the securities being sold are "restricted securities" as defined in paragraph (a)(3) of Rule 144, I confirm that I have been the beneficial owner of such securities for a period of six (6) months as provided in paragraph (d) of the Rule.

4. I am an affiliate of the issuer, as that term is used in Rule 144(a)(1).

5. I do not intend to sell shares of the Company's Common Stock that are not part of this Sales Plan through any other financial institution other than the Agent Nicolaus for the duration of this plan (Include Date Range Here).

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6. I have not made, and will not make, any payment in connection with this sale, other than the usual and customary compensation to the Broker.

7. I have not solicited or arranged, and will not solicit or arrange for orders to buy in connection with this sale.

8. Enclosed is an executed copy (copies) of Form 144.

9. I confirm to you that I am not aware of any material, non-public information about the Company.

10. I confirm to you that, to the best of my knowledge, the Company is in compliance with the 1934 Act current public information reporting requirements contained in Rule 144 ( c ) (1).

11. I understand that the transfer agent's delay in transferring the shares may cause a delay in the payment of the proceeds of the sale.

12. The Broker and/or the Company's transfer agent is authorized to rely on the representations herein in connection with this sale, and I consent to the Broker communicating with the Company in connection with such sale.

Very truly yours,

**X**
Signature Date:

Print Name Account No. Of Seller'(s):

**X**
Joint Signature

Print Joint Name

**EXHIBIT 10.25**

**eWellness Healthcare Corporation**
**2018 Employee Incentive Plan**

## SECTION 1. INTRODUCTION

1.1 Establishment. Effective as provided in Section 17, eWellness Healthcare Corporation, a Nevada corporation (the "Company"), hereby establishes this plan of stock-based compensation for selected Eligible Participants of the Company. This Plan shall be known as the EWLL 2018 Employee Incentive Plan (the "Plan").

1.2 Purpose. The purpose of this Plan is to promote the best interest of the Company, and its stockholders by providing a means of non-cash remuneration to selected Eligible Participants.

## SECTION 2. DEFINITIONS

The following definitions shall be applicable to the terms used in this Plan:

2.1 "Affiliated Corporation" means any corporation that is either a parent corporation with respect to the Company or a subsidiary corporation with respect to the Company (within the meaning of Sections 424(e) and (f), respectively, of the Internal Revenue Code).

2.2 "Code" means the Internal Revenue Code of 1986, as it may be amended from time to time.

2.3 "Committee" means a committee designated by the Board of Directors to administer this Plan or, if no committee is so designated, the Board of Directors. Any Committee member who is also an Eligible Participant may receive an Option or Stock Award only if he abstains from voting in favor of a grant to himself, and the grant is determined and approved by the remaining Committee members. The Board of Directors, in its sole discretion, may at any time remove any member of the Committee and appoint another Director to fill any vacancy on the Committee.

2.4 "Common Stock" means the Company's $0.001 par value common stock.

2.5 "Company" means eWellness Healthcare Corporation, a Nevada corporation.

2.6 "Effective Date" means the effective date of this Plan, as set forth in Section 17 hereof.

2.7 "Eligible Participant" or "Optionee" means any employee, director, officer, consultant, or advisor of the Company, or such other persons who provided bona fide services to the Company, each of whom is determined (in accordance with the provisions of Section 4 hereof) to be eligible to receive an Option or Stock Award hereunder.

2.8 "Incentive Award Shares" means restricted shares of Common Stock awarded to Eligible Participants at terms and conditions determined by the Board of Directors

2.9 "Option" and "Option Shares" mean the grant to an Eligible Participant of a right to acquire shares of Common Stock and the Option Shares subject to the grant.

2.10 "Plan" means this eWellness Healthcare Corporation 2018 Employee Incentive Plan dated effective January 1, 2018.

2.11 "Securities Act" or the "Act" shall mean the Securities Act of 1933, as amended.

2.12 "Stock Award" means the grant to an Eligible Participant of shares of Common Stock issuable directly under this Plan as Incentive Award Shares, rather than upon exercise of an Option.

Wherever appropriate, words used in this Plan in the singular may mean the plural, the plural may mean the singular, and the masculine may mean the feminine.

**SECTION 3. ADOPTION AND ADMINISTRATION OF THIS PLAN**

Upon adoption by the Company's Board of Directors, this Plan became effective as of January 1, 2018. In the absence of contrary action by the Board of Directors, and except for action taken by any duly authorized Committee of the Board of Directors pursuant to Section 4 in connection with the determination of Eligible Participants, any action taken by the Committee or by the Board of Directors with respect to the implementation, interpretation or administration of this Plan shall be final, conclusive and binding.

**SECTION 4. ELIGIBILITY AND AWARDS**

The Board of Directors or Committee, as the case may be, shall determine at any time and from time to time after the effective date of this Plan: (i) the Eligible Participants; (ii) the number of shares of Common Stock issuable directly or to be granted pursuant to an Option or an incentive award of restricted shares of Common Stock ("Incentive Award Shares"), at the discretion of the Board of Directors; (iii) the price per share at which each Option may be exercised, in cash, on a "cashless" basis (as defined in Section 7.3 below) or cancellation of fees for services for which the Company is liable, if applicable, or the value per share if a direct issue of stock pursuant to a Stock Award; and (iv) the terms on which each Option may be granted. Such determination, as may from time to time be amended or altered at the sole discretion of the Committee. Notwithstanding the provisions of Section 3 hereof, no such determination by the Committee shall be final, conclusive and binding upon the Company unless and until the Board of Directors has approved the same; provided, however, that if the Committee is composed of a majority of the persons then comprising the Board of Directors of the Company, such approval by the Board of Directors shall not be necessary **.**

**SECTION 5. GRANT OF OPTION OR STOCK AWARD**

Subject to the terms and provisions of this Plan, the terms and conditions under which an Option or Stock Award may be granted to an Eligible Participant shall be set forth in a written agreement (i.e., a Consulting Agreement, Services Agreement, Fee Agreement, or Employment Agreement) or, if an Option, a written Grant of Option. (The form shall be determined by the Committee, in its sole discretion, or may be determined by the Board of Directors)

**SECTION 6. TOTAL NUMBER OF SHARES OF COMMON STOCK**

The total number of shares of Common Stock reserved for issuance by the Company either directly as Stock Awards or underlying Options granted under this Plan shall be thirty million (30,000,000) shares of Common Stock also known as Option Shares. The total number of shares of Common Stock reserved for such issuance may be increased only by a resolution adopted by the Board of Directors and amendment of this Plan. Such Common Stock may be authorized and unissued or reacquired Common Stock of the Company.

**SECTION 7. PURCHASE OF SHARES OF COMMON STOCK**

7.1 As soon as practicable after the determination by the Committee and approval by the Board of Directors (if necessary, pursuant to Section 4 hereof) of the Eligible Participants and the number of shares an Eligible Participant may be issued directly as a Stock Award or eligible to purchase pursuant to an Option, the Committee shall give written notice thereof to each Eligible Participant, which notice may be accompanied by the Grant of Option, if appropriate, to be executed by such Eligible Participant.

7.2 The negotiated cost basis of stock issued directly as a Stock Award or the exercise price for each Option to purchase shares of Common Stock pursuant to paragraph 7.1 shall be as determined by the Committee, it being understood that the price so determined by the Committee may vary from one Eligible Participant to another. In computing the negotiated direct issue price as a Stock Award or the Option exercise price per share of Common Stock, the Committee shall take into consideration, among other factors, the restrictions set forth in Section 11 hereof.

7.3 Cashless Exercise:

Notwithstanding anything contained herein to the contrary, the Optionee may, in his/her sole discretion, exercise this Option, in lieu of making the cash payment otherwise contemplated to be made to the Company upon such exercise in payment of the aggregate Exercise Price for such Option Shares, elect instead to receive upon such exercise the “Net Number” of Option Shares of Common Stock determined according to the following formula (a “Cashless Exercise”):

$$X = \frac{Y\ (A - B)}{\mathbf{A}}$$

with:

X = the number of Option Shares to be issued to the Optionee

Y = the number of Option Shares with respect to which the Option is being exercised

A = the fair value per share of Common Stock on the date of exercise of this Option

B = the then-current Exercise Price of the Option

Solely for the purposes of this paragraph, “fair value” per share of Common Stock shall mean (A) the average of the closing sales price on the Trading Market for the twenty (20) Trading Days immediately preceding the date on which the Notice of Exercise is deemed to have been sent to the Company, or (B) if the Common Stock is not publicly traded as set forth above, as reasonably and in good faith determined by the Board of Directors of the Company as of the date which the Notice of Exercise is deemed to have been sent to the Company.

For purposes of Rule 144 promulgated by the Securities and Exchange Commission (“SEC”) under the Act, it is intended, understood and acknowledged that the Option Shares issued in a Cashless Exercise transaction shall be deemed to have been acquired by the Optionee, and the holder period for such Option Shares shall be deemed to have commenced on the date the Option was originally granted.

**SECTION 8. TERMS AND CONDITIONS OF OPTIONS**

The Board of Directors or Committee, as the case may be, shall determine the terms and conditions of each Option granted to Eligible Participants, which terms shall be set forth in writing. The terms and conditions so set by the Board or Committee may vary from one Eligible Participant to another. In the event that the Board or Committee approves an Option permitting deferred payments, the Eligible Participant's obligation to pay for such Common Stock may be evidenced by a promissory note executed by such Eligible Participant and containing such modifications thereto and such other provisions as the Committee, in its sole discretion, may determine.

**SECTION 9. DELIVERY OF SHARES OF COMMON STOCK UPON EXERCISE OF OPTION**

The Company shall deliver to each Eligible Participant such number of shares of Common Stock as such Eligible Participant is entitled to receive pursuant to a Stock Award or elects to purchase upon exercise of the Option. Such shares, which shall be fully paid and non-assessable upon the issuance thereof (unless a portion or all of the purchase price shall be paid on a deferred basis) shall be represented by a certificate or certificates registered in the name of the Eligible Participant and stamped with an appropriate legend referring to the restrictions thereon, if any. Subject to the terms and provisions of the Delaware General Corporation Law and the written agreement to which he is a party, an Eligible Participant shall have all the rights of a stockholder with respect to such shares, including the right to vote the shares and to receive all dividends or other distributions paid or made with respect thereto (except to the extent such Eligible Participant defaults under a promissory note, if any, evidencing the deferred purchase price for such shares), provided that such shares shall be subject to the restrictions hereinafter set forth. In the event of a merger or consolidation to which the Company is a party, or of any other acquisition of a majority of the issued and outstanding shares of Common Stock of the Company involving an exchange or a substitution of stock of an acquiring corporation for Common Stock of the Company, or of any transfer of all or substantially all of the assets of the Company in exchange for stock of an acquiring corporation, a determination as to whether the stock of the acquiring corporation so received shall be subject to the restrictions set forth in Section 11 shall be made solely by the acquiring corporation.

**SECTION 10. RIGHTS OF OFFICERS, DIRECTORS, KEY EMPLOYEES AND OTHER ELIGIBLE PARTICIPANTS**

10.1 Employment. Nothing contained in this Plan or in any Option or Stock Award granted under this Plan shall confer upon any Eligible Participant any right with respect to the continuation of his or her employment by the Company or any Affiliated Corporation, or interfere in any way with the right of the Company or any Affiliated Corporation, subject to the terms of any separate employment agreement to the contrary, at any time to terminate such employment or to increase or decrease the compensation of the Eligible Participant from the rate in existence at the time of the grant of an Option or Stock Award. The Committee shall determine whether an authorized leave of absence, or absence in military or government service, shall constitute termination of employment at the time.

10.2 Non-transferability. No right or interest of any Eligible Participant in an Option or Stock Award shall be assignable or transferable during the lifetime of the Eligible Participant, either voluntarily or involuntarily, or subjected to any lien, directly or indirectly, by operation of law, or otherwise, including execution, levy, garnishment, attachment, pledge or bankruptcy. However, the Board of Directors may, in its sole discretion, permit transfers to family members if and to the extent such transfers are permissible under applicable securities laws. In the event of an Eligible Participant's death, an Eligible Participant's rights and interest in an Option or Stock Award shall be transferable by testamentary will or the laws of descent and distribution, and delivery of any shares of Common Stock due under this Plan shall be made to, and exercise of any Options may be made by, the Eligible Participant's legal representatives, heirs or legatees. If in the opinion of the Committee a person entitled to payments or to exercise rights with respect to this Plan is unable to care for his or her affairs because of mental condition, physical condition, or age, payment due such person may be made to, and such rights shall be exercised by, such person's guardian, conservator or other legal personal representative upon furnishing the Committee with evidence satisfactory to the Committee of such status.

**SECTION 11. GENERAL RESTRICTIONS**

11.1 Representations. Eligible Participant to whom an Option or Stock Award is granted, represents to the Company and agrees, that as a condition of exercising such Option, or receiving such Stock Award, to give assurances in substance and form satisfactory to the Company and its counsel to the effect that such person is acquiring the Common Stock subject to the Option or Stock Award for his or her own account for investment and not with any present intention of selling or otherwise distributing the same, other than pursuant to an effective registration statement under the Securities Act, and to such other effects as the Company deems necessary or appropriate in order to comply with federal and applicable state securities laws.

Shares shall not be issued under the Plan unless the issuance and delivery of such Shares complies with (or is exempt from) all applicable requirements of law, including (without limitation) the Securities Act, the rules and regulations promulgated thereunder, state securities laws and regulations, and the regulations of any stock exchange on which the Company's securities may then be listed, and the Company has obtained the approval of or a favorable ruling from any governmental agency that the Company determines to be necessary or advisable.

11.2 Restrictions on Transfer of Common Stock. The shares of Common Stock issuable directly as a Stock Award or upon exercise of an Option may not be offered for sale, sold or otherwise transferred except pursuant to an effective registration statement or pursuant to an exemption from registration, the availability of which is to be established to the satisfaction of the Company, and any certificates representing shares of Common Stock will bear a legend to that effect. However, the Company may, in the sole discretion of the Board of Directors, register with the Securities and Exchange Commission some or all of the shares of Common Stock reserved for issuance under this Plan. Special resale restrictions may, however, continue to apply to officers, directors, control shareholders and affiliates of the Company and such persons will be required to obtain an opinion of counsel as regards their ability to resell shares received pursuant to this Plan.

11.3 Compliance with Securities Laws. Each Option or Stock Award shall be subject to the requirement that if at any time counsel to the Company shall determine that the listing, registration or qualification of the shares of Common Stock subject to such Option or Stock Award upon any securities exchange or under any state or federal law, or the consent or approval of any governmental or regulatory body, is necessary as a condition of, or in connection with, the issuance or purchase of shares thereunder, such Option or Stock Award may not be accepted or exercised in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained on conditions acceptable to the Committee. Nothing herein shall be deemed to require the Company to apply for or to obtain such listing, registration or qualification.

11.4 Changes in Accounting Rules. Notwithstanding any other provision of this Plan to the contrary, if, during the term of this Plan, any changes in the financial or tax accounting rules applicable to Options or Stock Awards shall occur that, in the sole judgment of the Committee, may have a material adverse effect on the reported earnings, assets or liabilities of the Company, the Committee shall have the right and power to modify as necessary, or cancel any then outstanding and unexercised Options.

**SECTION 12. COMPLIANCE WITH TAX REQUIREMENTS**

Each Eligible Participant shall be liable for payment of all applicable federal, state and local income taxes incurred as a result of the receipt of a Stock Award or an Option, the exercise of an Option, and the sale of any shares of Common Stock received pursuant to a Stock Award or upon exercise of an Option. The Company may be required, pursuant to applicable tax regulations, to withhold taxes for an Eligible Participant, in which case the Company's obligations to deliver shares of Common Stock upon the exercise of any Option granted under this Plan or pursuant to any Stock Award, shall be subject to the Eligible Participant's satisfaction of all applicable federal, state and local income and other income tax withholding requirements.

**SECTION 13. PLAN BINDING UPON ASSIGNS OR TRANSFEREES**

In the event that, at any time or from time to time, any Option or Stock Award is assigned or transferred to any party (other than the Company) pursuant to the provisions of Section 10.2 hereof, such party shall take such Option or Stock Award pursuant to all provisions and conditions of this Plan, and, as a condition precedent to the transfer of such interest, such party shall agree (for and on behalf of himself or itself, his or its legal representatives and his or its transferees and assigns) in writing to be bound by all provisions of this Plan.

**SECTION 14. COSTS AND EXPENSES**

All costs and expenses with respect to the adoption, implementation, interpretation and administration of this Plan shall be borne by the Company.

**SECTION 15. CHANGES IN CAPITAL STRUCTURE OF THE COMPANY**

Appropriate adjustments shall be made to the number of shares of Common Stock issuable pursuant to an incomplete or pending Stock Award that has not yet been delivered or upon exercise of any Options and the exercise price thereof in the event of: (i) a subdivision or combination of any of the shares of capital stock of the Company; (ii) a dividend payable in shares of capital stock of the Company; (iii) a reclassification of any shares of capital stock of the Company; or (iv) any other change in the capital structure of the Company.

**SECTION 16. PLAN AMENDMENT, MODIFICATION AND TERMINATION**

The Board, upon recommendation of the Committee, if any, or at its own initiative, at any time may terminate and at any time and from time to time and in any respect, may amend or modify this Plan, including:

(a) Increase the total amount of Common Stock that may be awarded under this Plan, except as provided in Section 15 of this Plan;

(b) Change the classes of persons from which Eligible Participants may be selected or materially modify the requirements as to eligibility for participation in this Plan;

(c) Increase the benefits accruing to Eligible Participants;

(d) Modify or otherwise adjust the Exercise Price of any Options granted under the Plan; or

(e) Extend the duration of this Plan.

Any Option or other Stock Award granted to a Eligible Participant prior to the date this Plan is amended, modified or terminated will remain in effect according to its terms unless otherwise agreed upon by the Eligible Participant; provided, however, that this sentence shall not impair the right of the Board or Committee to take whatever action it deems appropriate under Section 11 or Section 15. The termination or any modification or amendment of this Plan shall not, without the consent of a Eligible Participant, affect his rights under an Option or other Stock Award previously granted to him/her.

**SECTION 17. EFFECTIVE DATE OF THIS PLAN**

17.1 Effective Date. This Plan is effective as of January 1, 2018, by action of the Board of Directors of the Company.

17.2 Duration of this Plan. This Plan shall terminate at midnight on December 31, 2023, which is the day before the fifth anniversary of the Effective Date, and may be extended thereafter or terminated prior thereto by action of the Board of Directors; and no Option or Stock Award shall be granted after such termination. Options and Stock Awards outstanding at the time of this Plan termination may continue to be exercised, or become free of restrictions, in accordance with their terms.

**SECTION 18. BURDEN AND BENEFIT**

The terms and provisions of this Plan shall be binding upon, and shall inure to the benefit of, each Eligible Participant, his executives or administrators, heirs, and personal and legal representatives.

**Board of Directors of eWellness Healthcare Corporation**

**By:** ***/s/: Darwin Fog t***
**Chief Executive Officer**

**Dated: January 1, 2018**

EXHIBIT 31.1

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 Annual Report on Form 10-K for the fiscal year ended December 31, 2018 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 considering 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, 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: March 27, 2019

*/s/ Darwin Fogt*

Darwin Fogt,
Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.2

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 Annual Report on Form 10-K for the fiscal year ended December 31, 2018 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, considering 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, 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: March 27, 2019

*/s/ David Markowski*

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

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 Annual Report on Form 10-K of eWellness Healthcare Corporation (the "Company") for the fiscal year ended December 31, 2018 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: March 27, 2019

By: */s/ Darwin Fogt*
Darwin Fogt, Director and Chief Executive Officer
(Principal Executive Officer)

*This certification accompanies this Annual Report on Form 10-K 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.*

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 Annual Report on Form 10-K of eWellness Healthcare Corporation (the “Company”) for the fiscal year ended December 31, 2018 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: March 27, 2019

*/s/ David Markowski*

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

*This certification accompanies this Annual Report on Form 10-K 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.*