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

Form 10-Q

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

For the quarterly period ended **March 31, 2019**

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

Commission file number **000-55203**



eWELLNESS HEALTHCARE CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

90-1073143

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

11825 Major Street, Culver City, California

(Address of principal executive offices)

90230

(Zip Code)

(855) 470-1700

(Registrant's telephone number, including area code)

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

Yes No

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

Yes No

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

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

Yes No

The number of shares of Common Stock, \$0.001 per share par value, outstanding on May 10, 2019 was 218,965,073 shares.

Table of Contents

	<u>Page</u>
<u>PART I - FINANCIAL INFORMATION</u>	
Item 1 Financial Statements	3
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3 Quantitative and Qualitative Disclosures About Market Risk	27
Item 4 Controls and Procedures	28
<u>PART II - OTHER INFORMATION</u>	
Item 1 Unregistered Sales of Equity Securities and Use of Proceeds	28
Item 2 Exhibits	29
Signatures	30

PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION
CONDENSED BALANCE SHEETS
(unaudited)

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 362,635	\$ 383,335
Prepaid expenses	456,499	95,508
Total current assets	819,134	478,843
Property & equipment, net	13,726	14,092
Intangible assets, net	10,500	11,000
TOTAL ASSETS	\$ 843,360	\$ 503,935
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 267,687	\$ 236,741
Accounts payable - related party	661,462	684,173
Accrued expenses - related party	196,000	214,076
Accrued compensation	1,060,208	1,113,470
Contingent liability	90,000	90,000
Convertible debt, net of discount	578,033	562,362
Derivative liability	1,712,709	1,584,102
Total current liabilities	4,566,099	4,484,924
LONG TERM LIABILITIES		
Convertible debt, net of discount	595	-
Total long term liabilities	595	-
Total Liabilities	4,566,694	4,484,924
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, 217,339,636 and 206,406,951 issued and outstanding, respectively	217,341	206,407
Additional paid in capital	18,799,030	17,213,838
Accumulated deficit	(22,739,705)	(21,401,234)
Total Stockholders' Deficit	(3,723,334)	(3,980,989)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 843,360	\$ 503,935

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

eWELLNESS HEALTHCARE CORPORATION
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	For the Three Months Ended	
	March 31, 2019	March 31, 2018
OPERATING EXPENSES		
Executive compensation	\$ 102,000	\$ 102,000
General and administrative	250,494	196,690
Professional fees	714,161	512,525
	1,066,655	811,215
Total Operating Expenses		
	(1,066,655)	(811,215)
Loss from Operations		
OTHER INCOME (EXPENSE)		
Interest income	11	-
Gain on derivative liability	679,398	509,752
Foreign exchange rate	-	7,399
Interest expense	(951,225)	(179,909)
	(1,338,471)	(473,973)
Net Loss before Income Taxes		
	-	-
Income tax expense		
Net Loss	\$ (1,338,471)	\$ (473,973)
Basic (loss) per share	\$ (0.01)	\$ (0.00)
Weighted average shares outstanding	168,705,751	145,882,450

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

eWELLNESS HEALTHCARE CORPORATION
RECONCILIATION OF STOCKHOLDERS' DEFICIT
THREE MONTHS ENDED MARCH 31, 2019 AND 2018
(unaudited)

	Preferred Shares		Common Shares		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance at January 1, 2019	-	\$ -	206,406,951	\$ 206,407	\$ 17,213,838	\$ (21,401,234)	\$ (3,980,989)
Contributed services	-	-	-	-	54,000	-	54,000
Shares issued for debt conversion	-	-	5,097,255	5,098	342,389	-	347,487
Shares issued for financing costs	-	-	1,000,000	1,000	114,000	-	115,000
Shares issued for prepaid services	-	-	3,510,870	3,511	402,239	-	405,750
Shares issued for services	-	-	1,324,560	1,325	180,224	-	181,549
Derivative liability	-	-	-	-	492,340	-	492,340
Net loss	-	-	-	-	-	(1,338,471)	(1,338,471)
Balance at March 31, 2019	-	\$ -	217,339,636	\$ 217,341	\$ 18,799,030	\$ (22,739,705)	\$ (3,723,334)
	Preferred Shares		Common Shares		Additional Paid in Capital	Accumulated Deficit	Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance at January 1, 2018	-	\$ -	142,352,406	\$ 142,352	\$ 13,178,131	\$ (16,949,772)	\$ (3,629,289)
Contributed services	-	-	-	-	55,500	-	55,500
Option expense	-	-	-	-	108,594	-	108,594
Shares issued for debt conversion	-	-	3,945,407	3,945	209,347	-	213,292
Shares issued for prepaid services	-	-	800,000	800	103,200	-	104,000
Derivative liability	-	-	-	-	219,525	-	219,525
Shares issued for services	-	-	1,350,000	1,350	137,250	-	138,600
Net loss	-	-	-	-	-	(473,973)	(473,973)
Balance at March 31, 2018	-	\$ -	148,447,813	\$ 148,447	\$ 14,011,547	\$ (17,423,745)	\$ (3,263,752)

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

eWELLNESS HEALTHCARE CORPORATION
STATEMENTS OF CASH FLOWS
(unaudited)

	For the Three Months Ended	
	March 31, 2019	March 31, 2018
Cash flows from operating activities		
Net loss	\$ (1,338,471)	\$ (473,973)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,407	1,459
Contributed services	54,000	55,500
Shares issued for consulting services	181,549	138,600
Shares issued for financing costs	115,000	-
Options expense	-	108,594
Amortization of debt discount and prepaids	787,515	282,025
Foreign currency exchange	-	7,399
Gain on derivative liability	(679,398)	(509,752)
Changes in operating assets and liabilities		
Prepaid expense	(31,057)	(21,312)
Accounts payable and accrued expenses	49,145	36,242
Accounts payable - related party	(22,711)	91,180
Accrued expenses - related party	(18,076)	4,560
Accrued compensation	(53,262)	35,636
Net cash used in operating activities	(954,359)	(243,842)
Cash flows from investing activities		
Purchase of equipment	(541)	(4,937)
Net cash used in investing activities	(541)	(4,937)
Cash flows from financing activities		
Proceeds from issuance of convertible debt	1,800,600	414,550
Payments on debt	(639,550)	-
Debt Issuance Costs	(44,250)	-
Original issue discount	(182,600)	(47,555)
Net cash provided by financing activities	934,200	366,995
Net increase (decrease) in cash	(20,700)	118,216
Cash, beginning of period	383,335	6,882
Cash, end of period	\$ 362,635	\$ 125,098
Supplemental Information:		
Cash paid for:		
Taxes	\$ 1,856	\$ -
Interest Expense	\$ 275,814	\$ -
Non cash items:		
Derivative liability and debt discount issued with new notes	\$ 1,968,845	\$ 219,526
Shares issued for debt conversion	\$ 1,456,782	\$ 213,292
Shares issued for prepaids	\$ 239,300	\$ 104,000

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

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

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 unaudited condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements. Accordingly, they omit or condense notes and certain other information normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles. The accounting policies followed for quarterly financial reporting conform with the accounting policies disclosed in Note 2 to the Notes to Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2018. In the opinion of management, all adjustments necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the three months ended March 31, 2019 are not necessarily indicative of the results that can be expected for the fiscal year ending December 31, 2019. The unaudited condensed financial statements should be read in conjunction with the financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2018.

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 three months ended March 31, 2019, the Company had no revenues. The Company has an accumulated loss of \$22,739,705. 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.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

Fair Value of Financial Instruments

As of March 31, 2019, 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	\$ 1,712,709	\$ -	\$ -	\$ 1,712,709
Total Liabilities measured at fair value	<u>\$ 1,712,709</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,712,709</u>

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	<u>\$ 1,584,102</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,584,102</u>

Note 3. Related Party Transactions

In November 2016, the Company signed an agreement with a programming company (“PC”) within which 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 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. 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 March 31, 2019, the Company had a payable of \$652,832 due to this company.

Throughout the period ended March 31, 2019, the officers and directors of the Company incurred business expenses on behalf of the Company. The amounts payable to the officers as of March 31, 2019 and December 31, 2018 were \$0 and \$3,076, respectively. There were no expenses due to the board members, but the Company has accrued directors’ fees of \$196,000 and \$211,000 at March 31, 2019 and December 31, 2018, respectively. Because the Company is not yet profitable the officers have agreed to defer compensation. The Company had accrued executive compensation of \$1,060,208 and \$1,113,470 at March 31, 2019 and December 31, 2018 respectively.

Note 4. Convertible Notes Payable

Quarter Ended March 31, 2019

On January 29, 2019 and February 22, 2019, the Company received the third and fourth tranches of funds relating to a note executed on July 13, 2018. The two tranches were \$60,000 and \$30,000 respectively.

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 and transactions costs of \$10,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$5,536.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

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 and transaction costs of \$10,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$5,536.

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 and transaction costs of \$3,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$2,998.

On January 29, 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 and transaction costs of \$3,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$1,725.

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. The first tranche was received on March 21, 2019.

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 \$4,300 and transaction costs of \$3,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$202.

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. The first tranche was received on March 29, 2019. During the three months ended March 31, 2019, the Company accrued interest of \$10.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

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 3,260,870 shares of restricted common stock on the closing date. These are deemed returnable shares which the investor must return if the Company repays the note prior to the maturity date. In addition, the Company will issue 1,000,000 shares of restricted common stock as a commitment fee. 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. The first tranche was received on March 25, 2019. During the three months ended March 31, 2019, the Company accrued interest of \$2,466.

Year Ended December 31, 2018

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 180th calendar day after the Original Issue Date. During the year ended December 31, 2018, the Company recognized interest expense of \$1,123.

Note 5. Equity Transactions

Common Stock

Quarter Ended March 31, 2019

On February 7, 2019, the Company executed an amendment to a contract executed on April 8, 2018 for twelve months for consulting 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

On March 22, 2019, the Company issued 3,260,870 shares of common stock to an institutional investor as part of a promissory note. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$375,000 which was recorded as prepaid until the six-month maturity has past. The Company also issued 1,000,000 shares of common stock to the institutional investor as a commitment fee. The value of these shares is \$115,000.

During the three months ended March 31, 2019, the Company issued 1,324,560 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is \$181,549.

During the three months ended March 31, 2019, the Company issued 5,097,255 shares of common stock for debt conversion totaling \$347,487 which includes \$329,290 principal, \$17,197 accrued interest and \$1,000 due diligence fee.

Quarter Ended March 31, 2018

In January 2018, the Board of Directors approved the extension of an Advisory Agreement dated February 15, 2015 for one year. The Company issued 800,000 shares of common stock as compensation with a value of \$104,000. This value is being amortized over the life of the contract.

During the three months ended March 31, 2018, the Company issued a total of 3,945,407 shares of common stock per debt conversion of convertible notes dated April, July and September 2017. The total of the debt conversion was \$213,292 which includes \$5,010 of accrued interest.

During the three months ended March 31, 2018, the Company issued 1,350,000 shares of common stock for marketing and consulting services valued at \$138,600.

In January 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. As of March 31, 2018, no shares were issued.

Stock Options

The following is a summary of the status of all Company's stock options as of March 31, 2019 and changes during the three months ended on that date:

	Number of Stock Options	Weighted Average Exercise Price	Remaining Life (yrs)	Intrinsic Value
Outstanding at December 31, 2018	2,850,000	\$ 0.80	2.2	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Cancelled	-	-	-	-
Outstanding at March 31, 2019	<u>2,850,000</u>	<u>0.80</u>	<u>1.9</u>	<u>\$ -</u>
Options exercisable at March 31, 2019	<u>2,850,000</u>	<u>\$ 0.80</u>	<u>1.9</u>	<u>\$ -</u>

The Company recognized stock option expense of \$0 and \$108,494 for the three months ended March 31, 2019 and 2018, respectively.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

Warrants

In March 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 following is a summary of the status of the Company's warrants as of March 31, 2019 and changes during the three months ended on that date:

	Number of Warrants	Weighted Average Exercise Price	Remaining Life (yrs.)	Intrinsic Value
Outstanding at December 31, 2018	3,778,179	\$ 0.48	1.4	\$ 0.037
Granted	-	-	-	-
Exercised	-	-	-	-
Cancelled	-	-	-	-
Outstanding at March 31, 2019	3,778,179	\$ 0.48	0.8	\$ 0.037
Warrants exercisable at March 31, 2019	3,778,179	\$ 0.48	0.8	\$ 0.037

Note 6. 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").

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

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.

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

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.

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 7. 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. 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 three months ended March 31, 2019 and 2018, the Company amortized the debt discount of \$711,700 and \$155,033, respectively.

During the three months ended March 31, 2019, the Company had the following activity in the derivative liability account:

	Notes	Warrants	Total
Derivative liability at December 31, 2018	\$ 1,402,722	\$ 181,381	\$ 1,584,103
Addition of new conversion option derivatives	1,668,842	-	1,668,842
Conversion of note derivatives	(549,002)	-	(549,002)
Change in fair value	(938,628)	(52,606)	(991,234)
Derivative liability at December 31, 2018	<u>\$ 1,583,934</u>	<u>\$ 128,775</u>	<u>\$ 1,712,709</u>

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 follows:

eWellness Healthcare Corporation
Notes to Condensed Financial Statements
March 31, 2019
(unaudited)

Stock price at valuation date	\$.114-.24
Exercise price of warrants	\$.25
Conversion rate of convertible debt	\$.445 – 0.126
Risk free interest rate		2.40%-2.60%
Stock volatility factor		138.1%-240.3%
Years to Maturity		.24 – 3.0
Expected dividend yield		None

Note 8. Subsequent Events

On April 1, 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 payable on February 15, 2020, has an original issue discount of \$5,300 and transaction costs of \$3,000. 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.

From April 1, 2019 until the filing of this report, the Company has issued 825,437 shares of common stock per consulting agreement valued at \$87,672.

On April 2, 2019, the Company issued 800,000 shares of common stock pursuant to a capital call notice in relation to an Equity Purchase Agreement dated June 18, 2018. The capital call totaled \$59,100.

On May 6, 2019, the Company executed a convertible note conversion period extension agreement on a note dated October 28, 2018, within which the period of conversion by note holder was extended to May 27, 2019. The Company paid \$16,031 to note holder for this extension agreement.

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

FORWARD-LOOKING STATEMENTS

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

The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the financial statements of eWellness Healthcare Corporation for the three months ended March 31, 2019 and 2018 and should be read in conjunction with such financial statements and related notes included in this report and the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

THE COMPANY

Overview

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 2019 and beyond.

Plan of Operations

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.

PreHabPT. 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 joint replacement (knee, hip and or shoulder) or back surgeries.

PurePT. 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.

PHZIO Comprehensive Wellness Program 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.

Team: Curtis Hollister, Lead Designer
3 Team members (2 developers, 1 content production)

Core Video Management System

- Used by AT&T, Government of Canada
- Content Management & Storage
- Live Streaming management
- Video provisioning
- Real-time metrics
- User management

Phzio Telemedicine

- Web RTC, STUN AND TURN servers
- Multi-session Remote Video Monitoring
- Google ID Management API
- Treatment routing and security
- User Authentication
- Patient profiling, evaluation, treatment tracking
- Video Messaging System, Patient Video Journal
- Billing

Cloud Service is provisioned via Amazon

- Storage
- Application Servers
- Application Portal
- Transcoding Servers
- STUN/TURN Servers
- DB
- VPN
- Load Balancers
- Region: West Coast

The infographic features a central image of a computer monitor displaying a dashboard with a video player, a 'Metrics & Analytics' section, and a '116.7K' metric. The Phzio logo is visible in the bottom left corner of the blue section.

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.

Currently eWellness has developed important and unique IP elements throughout its Phzio Platform. This includes:

- WebRTC, STUN/TURN messaging server to support all video, audio and interface based messaging (note: this technology could be licensed to other service providers)
- On-demand and live video monitoring array for a one-to-one and one-to-many treatment protocol model
- 50 hours of video treatment protocols
- Protocol management system for managing treatment programs and approved specialists
- Patient and PT video journaling and messaging
- Patient baseline to desired outcomes metrics (tracks lifecycle of patient metrics through the system)
- Advanced PT Clinic scheduling system

eWellness has also signed a perpetual license for a video management and streaming platform from Bistromatics Inc.

The infographic features a central image of a computer monitor displaying a dashboard with a video player, a 'Metrics & Analytics' section, and a '116.7K' metric. The Phzio logo is visible in the top right corner of the blue section.

Results of Operations of eWellness for the three months ended March 31, 2019 vs. 2018

REVENUES : eWellness has reported \$0 revenues from operations for the three months ended March 31, 2019 and 2018. We anticipate the beginning of revenue generation by the third quarter of 2019.

OPERATING EXPENSES : Total operating expenses increased to \$1,066,655 for the three months ended March 31, 2019 from \$811,215 for the three months March 31, 2018. The increase is a result of increases in the value of stock issued to consultants and for financing fees and an increase in advertising and marketing offset by a decrease in stock option expenses.

NET LOSS : The Company incurred a net loss of \$1,338,471 for the three months ended March 31, 2019, compared with a net loss of \$473,973 for the three months ended March 31, 2018, which reflects an increase of \$864,498. The increase is from increased operating expenses (outlined above) of \$255,440, increase in interest expense of \$771,316 offset by an increase in gain on derivative liability of \$169,646.

Liquidity and Capital Resources

As of March 31, 2019, we had negative working capital of \$3,746,965 compared to negative working capital of \$4,006,081 as of December 31, 2018. The negative working capital improvement is because of an increase in prepaid expenses. Cash used in operations was \$954,359 and \$243,842 for the three months ended March 31, 2019 and 2018, respectively. The increase in cash used in operations is a result of the increased net loss and changes in operating assets and liabilities. Cash used in investing activities was \$541 and \$4,937 for the three months ended March 31, 2019 and 2018, respectively. Cash flows provided by financing activities were \$934,200 and 366,995 for the three months ended March 31, 2019 and 2018, respectively. The increase resulted from issuance of convertible debt of \$1,573,750 reduced by \$639,550 payment of debt. The cash balance as of March 31, 2019 was \$362,635.

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.

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.

Capital Expenditure Plan

During the three months ended March 31, 2019, we raised \$1,800,600, less \$236,850 for debt issuance costs, in equity and debt capital and we may require up to an additional \$1.6 million in capital during the next 12 months to fully implement our business plan and fund our operations. Our plan is to utilize the equity capital that we raise, together with anticipated cash flow from operations, to fund a very significant investment in sales and marketing, concentration principally on advertising and incentivizing existing customers for the introduction of new customers, among other strategies. However, there can be no assurance that: (i) we will continue to be successful in raising equity capital in sufficient amounts and/or at terms and conditions satisfactory to the Company; or (ii) we will generate sufficient revenues from operations, to fulfill our plan of operations. Our revenues are expected to come from our PHZIO platform services. As a result, we will continue to incur operating losses unless and until we are able to generate sufficient cash flow to meet our operating expenses and fund our planned sales and marketing efforts. There can be no assurance that the market will adopt our portal or that we will generate sufficient cash flow to fund our enhanced sales and marketing plan. In the event that we are not able to successfully: (i) raise equity capital and/or debt financing; or (ii) market and significantly increase the number of portal users and revenues from such users, our financial condition and results of operations will be materially and adversely affected and we will either have to delay or curtail our plan for funding our sales and marketing efforts.”

Off-Balance Sheet Arrangements

As of March 31, 2019 and December 31, 2018, respectively, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated under the Securities Act of 1934.

Contractual Obligations and Commitments

Quarter Ended March 31, 2019

On January 29, 2019 and February 22, 2019, the Company received the third and fourth tranches of funds relating to a note executed on July 13, 2018. The two tranches were \$60,000 and \$30,000 respectively.

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 and transactions costs of \$10,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$5,536.

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 and transaction costs of \$10,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$5,536.

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 and transaction costs of \$3,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$2,998.

On January 29, 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 and transaction costs of \$3,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$1,725.

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. The first tranche was received on March 21, 2019.

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 30, 2020, has an original issue discount of \$4,300 and transaction costs of \$3,000. 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. During the three months ended March 31, 2019, the Company accrued interest of \$202.

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. The first tranche was received on March 29, 2019. During the three months ended March 31, 2019, the Company accrued interest of \$10.

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 3,260,870 shares of restricted common stock on the closing date. These are deemed returnable shares which the investor must return if the Company repays the note prior to the maturity date. In addition, the Company will issue 1,000,000 shares of restricted common stock as a commitment fee. 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. The first tranche was received on March 25, 2019. During the three months ended March 31, 2019, the Company accrued interest of \$2,466.

Year Ended December 31, 2018

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 a 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 a 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 a 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 a 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 a 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 a 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 180th calendar day after the Original Issue Date. During the year ended December 31, 2018, the Company recognized interest expense of \$1,123.

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.

Critical Accounting Policies

Please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on Form 10-K for the year ended December 31, 2018, for disclosures regarding the Company's critical accounting policies and estimates, as well as any updates further disclosed in our interim financial statements as described in this Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Smaller reporting companies are not required to provide this disclosure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

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

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of March 31, 2019, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and (ii) that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

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

PART II - OTHER INFORMATION

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

Quarter Ended March 31, 2019

In February 2019, the Company executed an amendment to a contract executed on April 8, 2018 for twelve months for consulting 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 March 2019, the Company issued 3,260,870 shares of common stock to an institutional investor as part of a promissory note. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$375,000 which was recorded as prepaid until the six-month maturity has past. The Company also issued 1,000,000 shares of common stock to the institutional investor as a commitment fee. The value of these shares is \$115,000.

During the three months ended March 31, 2019, the Company issued 1,324,560 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is \$181,549.

During the three months ended March 31, 2019, the Company issued 5,097,255 shares of common stock for debt conversion totaling \$347,487 which includes \$329,290 principal, \$17,197 accrued interest and \$1,000 due diligence fee.

Quarter Ended March 31, 2018

In January 2018, the Board of Directors approved the extension of an Advisory Agreement dated February 15, 2015 for one year. The Company issued 800,000 shares of common stock as compensation with a value of \$104,000. This value is being amortized over the life of the contract.

During the three months ended March 31, 2018, the Company issued a total of 3,945,407 shares of common stock per debt conversion of convertible notes dated April, July and September 2017. The total of the debt conversion was \$213,292 which includes \$5,010 of accrued interest.

During the three months ended March 31, 2018, the Company issued 1,350,000 shares of common stock for marketing and consulting services valued at \$138,600.

In January 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. As of March 31, 2018, no shares were issued.

ITEM 2 EXHIBITS

(a) The following documents are filed as exhibits to this report on Form 10-Q or incorporated by reference herein. Any document incorporated by reference is identified by a parenthetical reference to the SEC filing that included such document.

Exhibit No.	Description
31.1	<u>Certification of CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of CFO pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	<u>Certification of CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>

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: May 15, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Darwin Fogt</u> Darin Fogt	Chief Executive Officer and Director (principal executive officer)	May 15, 2019
<u>/s/ David Markowski</u> David Markowski	Chief Financial Officer (Principal Financial and Accounting Officer)	May 15, 2019
<u>/s/ Brandon Rowberry</u> Brandon Rowberry	Director	May 15, 2019
<u>/s/ Douglas Cole</u> Douglas Cole	Director	May 15, 2019
<u>/s/ Curtis Hollister</u> Curtis Hollister	Director	May 15, 2019
<u>/s/ Douglas MacLellan</u> Douglas MacLellan	Director	May 15, 2019
<u>/s/ Rochelle Pleskow</u> Rochelle Pleskow	Director	May 15, 2019

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

I, Darwin Fogt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 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: May 15, 2019

/s/ Darwin Fogt

Darwin Fogt,
Chief Executive Officer (Principal Executive Officer)

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

I, David Markowski, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 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: May 15, 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 Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarter ended March 31, 2019 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: May 15, 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 Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarter ended March 31, 2019 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: May 15, 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.
