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

Form 10-Q

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

For the quarterly period ended June 30, 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	90-1073143
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
11825 Major Street, Culver City, California	**90230**
(Address of principal executive offices)	(Zip Code)

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

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

Yes [X] No [ ]

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

Yes [X] No [ ]

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

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

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

Yes [ ] No [X]

The number of shares of Common Stock, $0.001 per share par value, outstanding on August 12, 2019 was 228,241,908 shares.

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PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION
CONDENSED BALANCE SHEETS
(unaudited)

	June 30, 2019	December 31, 2018
ASSETS		
CURRENT ASSETS		
Cash	$ 82,655	$ 383,335
Prepaid Expenses	256,400	95,508
Total current assets	339,055	478,843
Property & equipment, net	12,793	14,092
Intangible assets, net	10,000	11,000
TOTAL ASSETS	$ 361,848	$ 503,935
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 299,046	$ 236,741
Accounts payable - related party	674,192	684,173
Accrued expenses - related party	200,516	214,076
Accrued compensation	1,070,191	1,113,470
Contingent liability	90,000	90,000
Convertible debt, net of discount	1,253,819	562,362
Derivative liability	1,807,796	1,584,102
Total current liabilities	5,395,560	4,484,924
LONG TERM LIABILITIES		
Convertible debt, net of discount	6,006	-
Total long term liabilities	6,006	-
Total Liabilities	5,401,566	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 900,000,000 shares, $.001 par value, 221,471,504 and 206,406,951 issued and outstanding, respectively outstanding	221,472	206,407
Additional paid in capital	19,243,825	17,213,838
Accumulated deficit	(24,505,015)	(21,401,234)
Total Stockholders' Deficit	(5,039,718)	(3,980,989)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 361,848	$ 503,935

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

eWELLNESS HEALTHCARE CORPORATION
CONDENSED STATEMENTS OF OPERATIONS
For the Three and Six Months ended June 30, 2019 and 2018
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2019	**June 30, 2018**	**June 30, 2019**	**June 30, 2018**
OPERATING EXPENSES				
Executive compensation	102,000	102,000	204,000	204,000
General and administrative	324,858	290,748	575,352	487,438
Professional fees	534,980	440,326	1,249,141	952,851
Total Operating Expenses	961,838	833,074	2,028,493	1,644,289
Loss from Operations	(961,838)	(833,074)	(2,028,493)	(1,644,289)
OTHER INCOME (EXPENSE)				
Interest income	6	-	17	-
Foreign exchange rate	-	692	-	8,091
Gain (loss) on derivative liability	(61,431)	(116,275)	617,967	393,477
Gain (loss) on extinguishment of debt	-	(43,131)	-	(43,131)
Interest expense	(742,047)	(139,891)	(1,693,272)	(319,800)
Net Loss before Income Taxes	(1,765,310)	(1,131,679)	(3,103,781)	(1,605,652)
Income tax expense	-	(1,627)	-	(1,627)
Net Loss	$ (1,765,310)	$ (1,133,306)	$ (3,103,781)	$ (1,607,279)
Loss per common share				
Basic	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
Diluted	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
Weighted average shares outstanding				
Basic	219,592,981	156,216,150	215,560,585	151,077,846
Diluted	219,592,981	156,216,150	215,560,585	151,077,846

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

eWELLNESS HEALTHCARE CORPORATION
RECONCILIATION OF STOCKHOLDERS' DEFICIT
THREE AND SIX MONTHS ENDED JUNE 30, 2019 AND 2018
(unaudited)

	Preferred Shares		Common Shares		Shares to be	Additional Paid in	Accumulated	Stockholders'
	Shares	Amount	Shares	Amount	Issued	Capital	Deficit	Deficit
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
Shars 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)
Contributed services	-	-	-	-	-	54,000	-	54,000
Shares issued to officers, directors and cosultants	-	-	-	-	-	-	-	-
Shares issued for debt conversion	-	-	1,181,433	1,181	-	52,574	-	53,755
Shares issued for cash	-	-	800,000	800	-	58,300	-	59,100
Shars issued for financing costs	-	-	-	-	-	-	-	-
Shares issued for prepaid services	-	-	500,000	500	-	52,500	-	53,000
Shares issued for services	-	-	1,650,435	1,650	-	156,434	-	158,084
Derivative liability	-	-	-	-	-	70,987	-	70,987
Net loss							(1,765,310)	(1,765,310)
Balance at June 30, 2019	-	$ -	221,471,504	$ 221,472	$ -	$ 19,243,825	$ (24,505,015)	$ (5,039,718)

	Preferred Shares		Common Shares		Shares to be	Additional Paid in	Accumulated	Stockholders'
	Shares	Amount	Shares	Amount	Issued	Capital	Deficit	Deficit
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)	$ (3,263,751)
Contributed services	-	-	-	-		55,500	-	55,500
Option expense	-	-	-	-		108,594	-	108,594
Shares issued for debt conversion	-	-	13,708,947	13,710		622,996	-	636,706
Shares issued for prepaid services	-	-	1,500,000	1,500		103,500	-	105,000
Shares issued for contributions	-	-	1,000,000	1,000		69,000		70,000
Derivative liability						154,388		154,388
Shares issued for services	-	-	1,200,000	1,200	14,800	96,100	-	112,100
Net loss							(1,133,306)	(1,133,306)
Balance at June 30, 2018	-	$ -	165,856,760	$ 165,857	$ 14,800	$ 15,221,625	$ (18,557,051)	$ (3,154,769)

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

eWELLNESS HEALTHCARE CORPORATION
CONDENSED STATEMENT OF CASH FLOWS
For the Six Months Ended June 30, 2019 and 2018
(unaudited)

	For Six Months Ended	
	June 30, 2019	**June 30, 2018**
Cash flows from operating activities		
Net loss	$ (3,103,781)	$ (1,607,279)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,840	2,996
Contributed services	108,000	111,000
Shares issued for consulting services	339,633	250,700
Shares issued for financing costs	115,000	-
Shares issued for contribution	-	70,000
Options expense	-	217,188
Amortization of debt discount to interest expense	1,401,501	239,710
Amortization of prepaids	335,486	126,992
Foreign currency exchange	-	8,091
Gain on derivative liability	(617,967)	(393,477)
Loss on extinguishment of debt	-	43,131
Changes in operating assets and liabilities		
Prepaid expense	(37,628)	90,265
Accounts payable and accrued expenses	83,297	38,572
Accounts payable - related party	(9,981)	213,241
Accrued expenses - related party	(13,560)	7,172
Accrued compensation	(43,279)	49,591
Net cash used in operating activities	(1,440,439)	(532,107)
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 common stock	59,100	-
Issuance of convertible debt	1,968,900	594,800
Payment on debt	(639,550)	(1,005)
Debt issuance costs	(248,150)	(54,550)
Net cash provided by financing activities	1,140,300	539,245
Net increase (decrease) in cash	(300,680)	2,201
Cash, beginning of period	383,335	6,882
Cash, end of period	$ 82,655	$ 9,083
Supplemental Information:		
Cash paid for:		
Taxes	$ 1,856	$ 1,267
Interest Expense	$ 275,814	$ -
Non cash items:		
Derivative liability and debt discount issued with new notes	$ 1,769,048	$ 219,526
Shares issued for debt conversion	$ 401,242	$ 569,998
Shares issued for prepaids	$ 458,750	$ 209,000

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

Note 1. The Company

The Company and Nature of Business

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

eWellness is the first physical therapy telehealth company to offer insurance reimbursable real-time distance monitored treatments. Our business model is to license our PHZIO ("PHZIO") platform to any physical therapy ("PT") clinic in the U.S. and or have large-scale employers use our PHZIO platform as a fully PT monitored corporate wellness program. The Company's PHZIO home physical therapy exercise platform has been designed to disrupt the $30 billion physical therapy and the $8 billion corporate wellness industries. PHZIO re-defines the way physical therapy can be delivered. PHZIO is the first real-time remote monitored 1-to-many physical therapy platform for home use. Due to the real-time patient monitoring feature, the PHZIO platform is insurance reimbursable by payers such as: Anthem Blue Cross and Blue Shield.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying 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 six months ended June 30, 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 six months ended June 30, 2019, the Company had no revenues. The Company has an accumulated loss of $24,505,015. In view of these matters, there is substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue operations is dependent upon the Company's ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Fair Value of Financial Instruments

As of June 30, 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	$ 1,807,796	$ -	$ -	$ 1,807,796
Total Liabilities measured at fair value	$ 1,807,796	$ -	$ -	$ 1,807,796

As of December 31, 2018, the Company had the following assets and liabilities measured at fair value on a recurring basis.

	Total	Level 1	Level 2	Level 3
Derivative Liability	$ 1,584,102	$ -	$ -	$ 1,584,102
Total Liabilities measured at fair value	$ 1,584,102	$ -	$ -	$ 1,584,102

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 June 30, 2019, the Company had a payable of $672,832 due to this company.

Throughout the six months ended June 30, 2019, the officers and directors of the Company incurred business expenses on behalf of the Company. The amounts payable to the officers as of June 30, 2019 and December 31, 2018 were $7,516 and $3,076, respectively. There were no expenses due to the board members, but the Company has accrued directors' fees of $193,000 and $211,000 at June 30, 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 $1,070,191 and $1,113,470 at June 30, 2019 and December 31, 2018 respectively.

Note 4. Convertible Notes Payable

Six Months Ended June 30, 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. During the six months ending June 30, 2019, the Company accrued interest of $1,057.

On January 8, 2019, the Company executed two 8% Convertible Promissory Notes payable to two institutional investors in the principal amount of $308,000 each. Each note, which is due on January 8, 2020, has an original issue discount of $28,000 and transaction costs of $10,000. The convertible notes convert into common stock of the Company at a 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 six months ended June 30, 2019, the Company accrued interest of $11,679 for each note.

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 six months ended June 30, 2019, the Company accrued interest of $6,409.

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 six months ended June 30, 2019, the Company accrued interest of $3,469.

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 six 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 of $65,000 was received on March 21, 2019. As of June 30, 2019, the second and third tranche payments have not been received.

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 six months ended June 30, 2019, the Company accrued interest of $1,617.

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 six months ended June 30, 2019, the Company accrued interest of $459.

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 issued 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 of $750,000 was received on March 25, 2019. During the six months ended June 30, 2019, the Company accrued interest of $24,904.

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. During the six months ended June 30, 2019, the Company accrued interest of $1,744.

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. On May 28, 2019, the Company executed a second extension agreement on this note within which the period of conversion by note holder was extended to June 11, 2019. The Company paid $16,105 to note holder for this extension agreement.

On May 13, 2019, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $110,000. The note, which is due on February 13, 2020, has an original issue discount of $10,000 and transactions costs of $3,000. The convertible note converts into common stock of the Company at conversion price that shall be equal to the 65% of the lowest closing price for the twenty (20) trading days prior to the conversion date. During the six months ended June 30, 2019, the Company accrued interest of $1,736.

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 six 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 two 8% Convertible Promissory Notes payable to two institutional investors, each in the principal amount of $308,000. Each 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 for each note.

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 180thcalendar 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

Preferred Stock

The total number of shares of preferred stock which the Company shall have authority to issue is 20,000,000 shares with a par value of $0.001 per share. During the six months ended June 30, 2019, the Company authorized the issuance of 1,000,000 shares of preferred stock to officers, directors and consultants as deferred compensation. The shares are eligible for conversion after 24 months into 40 shares of common stock per each preferred share. The value of the issued shares was calculated on the basis of 40 shares per preferred share at the common share value on the date of issuance. The deferred compensation value of the shares will vest monthly at 1/24th of the calculated value of $3,000,000 and requisite expense or reduction of accrued compensation will be recorded. At the recording of the requisite expense, the corresponding number of preferred shares will be recorded as being issued.

Common Stock

Six Months Ended June 30, 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 passed. 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.

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 17, 2019, the Company executed a contract for three months for consulting services. The Company issued 500,000 shares of common stock at the signing of the contract valued at $53,000 that is being amortized over the life of the contract. At the end of the three months, the Company is to issue another 500,000 shares of common stock.

During the six months ended June 30, 2019, the Company issued 2,974,995 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is $339,633.

During the six months ended June 30, 2019, the Company issued 6,278,688 shares of common stock for debt conversion totaling $401,242 which includes $380,250 principal, $18,992 accrued interest and $2,000 due diligence fee.

Six Months Ended June 30, 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 six months ended June 30, 2018, the Company agreed to issue a total of 200,000 shares of common stock for consulting services at a value of $14,800. At the end of June 30, 2018, these shares had not yet been issued and are recorded in Shares to be Issued.

During the six months ended June 30, 2018, the Company issued a total of 13,654,354 shares of common stock per debt conversion of convertible notes. The total of the debt conversion was $569,998 which includes $19,776 of accrued interest.

During the six months ended June 30, 2018, the Company issued 2,550,000 shares of common stock for marketing and consulting services valued at $235,900.

During the six months ended June 30, 2018, the Company issued 4,000,000 shares of common stock for settlement of a complaint filed in the United States Federal District Count (see Footnote 4). The debt settled totaled $236,868 which includes $56,817 of accrued interest.

In June 2018, the Company entered into a consulting agreement within which the Company agreed to issue 125,000 shares of common stock per month beginning in July 2018 and 1,500,000 shares of common stock upon signing of the agreement. The 1,500,000 shares of common stock were issued with a value of $105,000 which is being amortized over the life of the contract.

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

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 June 30, 2018, no shares were issued.

<u>Stock Options</u>

The following is a summary of the status of all Company's stock options as of June 30, 2019 and changes during the six 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 June 30, 2019	2,850,000	0.80	1.6	$ -
Options exercisable at June 30, 2019	2,850,000	$ 0.80	1.6	$ -

The Company recognized stock option expense of $0 and $217,188 for the six months ended June 30, 2019 and 2018, respectively.

<u>Warrants</u>

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 was extended to April 9, 2019. During the six months ended June 30, 2019, these warrants expired.

The following is a summary of the status of the Company's warrants as of June 30, 2019 and changes during the six 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	$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Cancelled	477,429	-	-	-
Outstanding at June 30, 2019	3,300,750	$ 0.52	1.2	$ 53,735
Warrants exercisable at June 30, 2019	3,300,750	$ 0.52	1.2	$ 53,725

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").

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

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

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

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

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

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

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 six months ended June 30, 2019 and 2018, the Company amortized the debt discount of $1,401,501 and $239,710, respectively.

During the six months ended June 30, 2019, the Company had the following activity in the derivative liability account:

	Notes	Warrants	Total
Derivative liability at December 31, 2018	$ 1,402,721	$ 181,381	$ 1,584,102
Addition of new conversion option derivatives	1,769,048	-	1,769,048
Conversion of note derivatives	(612,346)	-	(612,346)
Change in fair value	(826,107)	(106,901)	(933,008)
Derivative liability at June 30, 2019	$ 1,733,316	$ 74,480	$ 1,807,796

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:

Stock price at valuation date	$ .08-.10
Exercise price of warrants	$ .25
Conversion rate of convertible debt	$ .445
Risk free interest rate	1.71%-2.42%
Stock volatility factor	102.5%-183.4%
Years to Maturity	.20 – 2.72
Expected dividend yield	None

Note 8. Subsequent Events

On July 5, 2019, the Company signed an amendment to a convertible note issued on March 21, 2019 revising the conversion price from 75% to 65% of the lowest trading price during the thirty (30) trading days prior to the conversion date.

On July 8, 2019, the Company filed a Definitive Information Statement on Schedule 14C for the purpose of authorizing the increase in the number of authorized shares of Common Stock from four hundred million (400,000,000) shares of Common Stock to nine hundred million (900,000,000) shares of Common Stock (the “Authorized Common Stock Share Increase”). On July 9, 2019, the Company filed Articles of Amendment to the Company’s Articles of Incorporation to implement the Authorized Common Stock Share Increase with the State of Nevada.

On July 8, 2019, the Company executed a convertible note conversion period extension agreement on a note dated January 8, 2019 within which the period of conversion by note holder was extended to August 9, 2019. The Company paid $21,560 to note holder for this extension agreement.

On July 8, 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.

On July 9, 2019, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $113,000. The note, which is due on July 9, 2020, has an original issue discount of $10,000 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 65% average of the lowest per share trading prices for the twenty (20) trading days prior to the conversion date.

On July 9, 2019, the Company executed an 8% Convertible Promissory Note payable to an institutional investor in the principal amount of $235,000. The note, which is due on July 11, 2020, has an original issue discount of $25,200 and transaction costs of $10,000. The convertible note converts into common stock of the Company at a conversion price that shall be equal to the 65% average of the lowest per share trading prices for the twenty (20) trading days prior to the conversion date.

On July 10, 2019, the Company executed a convertible note conversion period extension agreement on a note dated January 8, 2019 within which the period of conversion by note holder was extended to August 10, 2019. The Company paid $22,410 to note holder for this extension agreement.

On July 11, 2019, the Company received the second tranche of $350,000 pursuant to the note dated March 21, 2019. This tranche had a $35,000 debt discount and $5,000 transaction costs. The interest rate on this tranche is 12%, the same as on the original note. The Company issued 2,692,307 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 of January 11, 2020.

On July 11, 2019, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $250,000. The note, which is due on April 19, 2020, has an original issue discount of $37,500 and transaction costs of $5,000. The convertible note converts into common stock of the Company at a conversion price that shall be equal to the 65% average of the lowest per share trading prices for the twenty-five (25) trading days prior to the conversion date.

On July 12, 2019, the Company prepaid three convertible promissory notes, one dated January 1 and two dated January 29, 2019 totaling $335,809. This included $232,300 principal, $10,131 accrued interest and $93,378 prepayment penalties.

On July 30, 2019, the Company executed two 12% Convertible Promissory Notes payable to two institutional investors in the principal amount of $38,500 each. Each note, which is due on April 30, 2020, has an original issue discount of $3,500 and transaction costs of $1,500. The convertible notes convert into common stock of the Company at a conversion price that shall be equal to the 65% average of the lowest per share trading prices for the twenty (20) trading days prior to the conversion date.

From July 1 until the filing of this report, the Company issued 599,998 shares of common stock per consulting agreements valued at $42,122.

From July 1 until the filing of this report, the Company issued 3,478,099 shares of common stock for convertible debt conversion totaling $148,636 which includes $141,000 principal and $7,636 accrued interest.

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 six months ended June 30, 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 Healthcare ("Company") s the first physical therapy telehealth company to offer insurance reimbursable real-time distance monitored treatments through its PHZIO telehealth platform. eWellness plans to generate revenue from Third Party Healthcare Administrators ("TPA") employers, PTs and corporate wellness through healthcare provider agreements. 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. We have signed 5 partnership and healthcare provider agreements to date, that are anticipated to begin generating revenue during the third quarter of 2019.

The Company has developed a new operating structure so that we can operate in 48 states. The below noted chart illustrates the Company's new operational structure that provides for three individual professional operating companies in California, New Jersey and most importantly Florida. With our Florida Professional Association (PA), we are able to provision our telehealth services in 46 states, (excluding: California, Delaware, Kansas and New Jersey). Thus, we formed two additional professional companies in California and New Jersey. Eventually, we will form entities in Delaware and Kansas when the need arises. Each professional company has executed a revocable operating agreement with the Company. These agreements are required by each individual state and states that Darwin Fogt, MPT, the Company's CEO, is the sole shareholder, officer and director of each of the operating companies. All accounting services are supplied to these operating companies by the Company's accounting team.

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

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

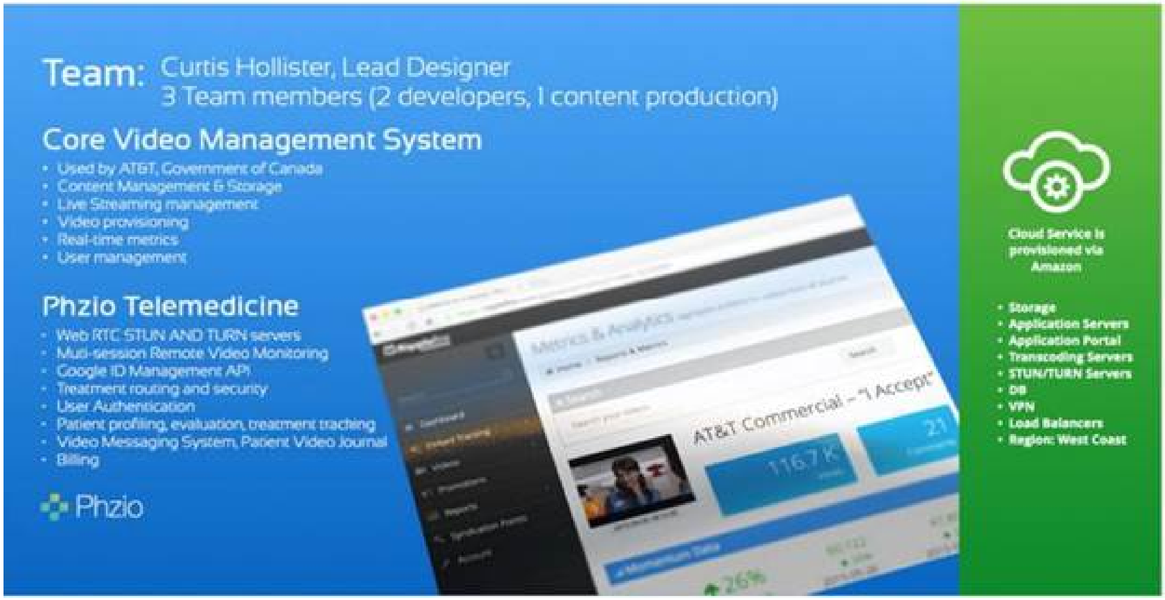
Before even launching, we have received a high indication of interest in our service. We think the demand is warranted but recognize, that in the preliminary stages of our services, we may experience bottlenecks in our ability to meet the demand for the service. Under this type of environment, it is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

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

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

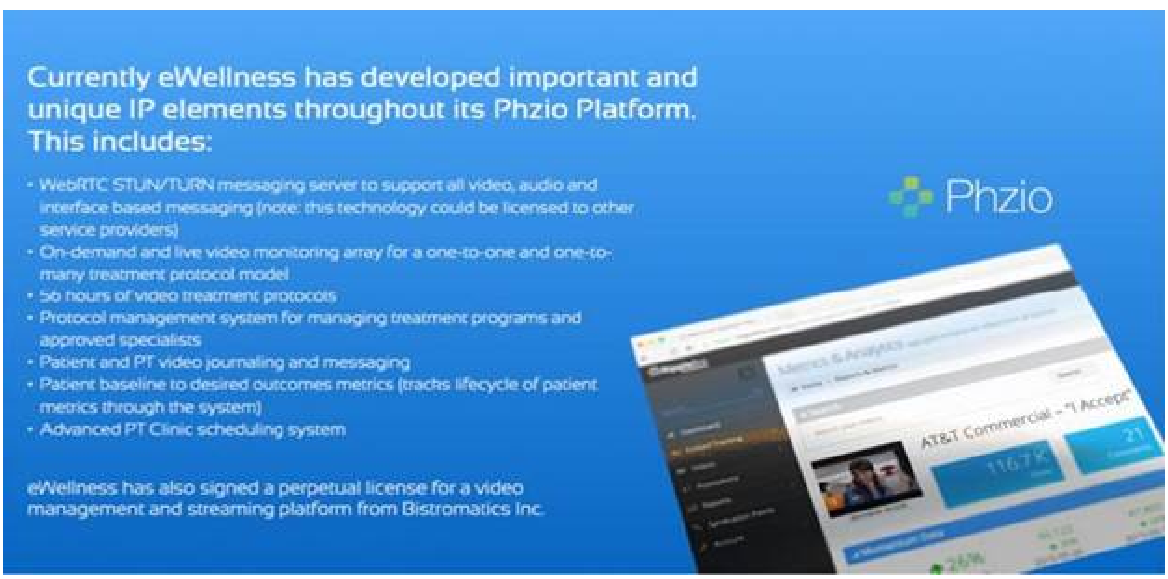
Background on our PHZIO Technology

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



IP and Licensing

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



Results of Operations of eWellness for the three and six months ended June 30, 2019 vs. 2018

REVENUES: eWellness has reported $0 revenues from operations for the three or six months ended June 30, 2019 and 2018. We anticipate the beginning of revenue generation by the fourth quarter of 2019.

OPERATING EXPENSES: Total operating expenses increased to $2,028,493 for the six months ended June 30, 2019 from $1,644,289 for the six months June 30, 2018. The increase is a result of an increased number of shares of common stock issued to consultants and for financing fees offset by a decrease in stock option expenses. Total operating expenses increased to $961,838 for the three months ended June 30, 2019 from $833,074 for the three months ended June 30, 2018. The increase is a result of an increased number of shares of common stock issued to consultants and for financing fees offset by a decrease in stock option expenses.

NET LOSS: The Company incurred a net loss of $3,103,781 for the six months ended June 30, 2019, compared with a net loss of $1,607,279 for the six months ended June 30, 2018, which reflects an increase of $1,496,502. The increase is from increased operating expenses (outlined above) of $384,204, increase in interest expense of $1,373,472 offset by an increase in gain on derivative liability on convertible debt and warrants of $224,490. For the three months ended June 30, 2019, the Company incurred a loss of $1,765,310 compared with the loss of $1,133,306 for the three months ended June 30, 2018. The increase is from increased operating expenses (outlined above) of $128,764, increase in interest expense of $602,156 offset by a reduction in the loss on derivative liability on convertible debt and warrants of $54,844.

Liquidity and Capital Resources

As of June 30, 2019, we had negative working capital of $5,056,505 compared to negative working capital of $4,006,081 as of December 31, 2018. The negative working capital decrease is because of an increase in prepaid expenses, convertible debt (net of discount) and derivative liability. Cash used in operations was $1,440,439 and $532,107 for the six months ended June 30, 2019 and 2018, respectively. The increase in cash used in operations is a result of the increased net loss, increase in derivative liability and changes in operating assets and liabilities. Cash used in investing activities was $541 and $4,937 for the six months ended June 30, 2019 and 2018, respectively. Cash flows provided by financing activities were $1,140,300 and $539,245 for the six months ended June 30, 2019 and 2018, respectively. The increase resulted from issuance of convertible debt (net of debt issuance costs) of $1,720,750 and issuance of shares of common stock for cash totaling $59,100 reduced by $639,550 payment of debt. The cash balance as of June 30, 2019 was $82,655.

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 six months ended June 30, 2019, we raised $1,968,900, less $248,150 for debt issuance costs in equity and debt capital and $59,100 for issuance of shares of common stock for cash. 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 market 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 June 30, 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

Six Months Ended June 30, 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. During the six months ending June 30, 2019, the Company accrued interest of $1,057.

On January 8, 2019, the Company executed two 8% Convertible Promissory Notes payable to two institutional investors in the principal amount of $308,000 each. Each note, which is due on January 8, 2020, has an original issue discount of $28,000 and transaction costs of $10,000. 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 lowest per share trading prices for the twenty (20) trading days prior to the conversion date. During the six months ended June 30, 2019, the Company accrued interest of $11,679 for each note.

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 six months ended June 30, 2019, the Company accrued interest of $6,409.

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 six months ended June 30, 2019, the Company accrued interest of $3,469.

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 six 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. As of June 30, 2019, the second and third tranche payments have not been received.

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 six months ended June 30, 2019, the Company accrued interest of $1,617.

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 six months ended June 30, 2019, the Company accrued interest of $459.

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 issued 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 of $750,000 was received on March 25, 2019. During the six months ended June 30, 2019, the Company accrued interest of $24,904.

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. During the six months ended June 30, 2019, the Company accrued interest of $1,744.

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. On May 28, 2019, the Company executed a second extension agreement on this note within which the period of conversion by note holder was extended to June 11, 2019. The Company paid $16,105 to note holder for this extension agreement.

On May 13, 2019, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of $110,000. The note, which is due on February 13, 2020, has an original issue discount of $10,000 and transactions costs of $3,000. The convertible note converts into common stock of the Company at conversion price that shall be equal to the 65% of the lowest closing price for the twenty (20) trading days prior to the conversion date. During the six months ended June 30, 2019, the Company accrued interest of $1,736.

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 six 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 two 8% Convertible Promissory Notes payable to two institutional investors each in the principal amount of $308,000. Each 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 a 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 for each note.

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

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 June 30, 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.

Six Months Ended June 30, 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 passed. 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.

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 17, 2019, the Company executed a contract for three months for consulting services. The Company issued 500,000 shares of common stock at the signing of the contract valued at $53,000 that is being amortized over the life of the contract. At the end of the three months, the Company is to issue another 500,000 shares of common stock.

During the six months ended June 30, 2019, the Company issued 2,974,995 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is $339,633.

During the six months ended June 30, 2019, the Company issued 6,278,688 shares of common stock for debt conversion totaling $401,242 which includes $380,250 principal, $18,992 accrued interest and $2,000 due diligence fee.

Six Months Ended June 30, 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 six months ended June 30, 2018, the Company agreed to issue a total of 200,000 shares of common stock for consulting services at a value of $14,800. At the end of June 30, 2018, these shares had not yet been issued and are recorded in Shares to be Issued.

During the six months ended June 30, 2018, the Company issued a total of 13,654,354 shares of common stock per debt conversion of convertible notes dated April, July, September and December 2017. The total of the debt conversion was $569,998 which includes $19,776 of accrued interest.

During the six months ended June 30, 2018, the Company issued 2,550,000 shares of common stock for marketing and consulting services valued at $235,900.

During the six months ended June 30, 2018, the Company issued 4,000,000 shares of common stock for settlement of a complaint filed in the United States Federal District Count (see Footnote 4). The debt settled totaled $236,869 which includes $56,817 of accrued interest.

In June 2018, the Company entered into a consulting agreement within which the Company agreed to issue 125,000 shares of common stock per month beginning in July 2018 and 1,500,000 shares of common stock upon signing of the agreement. The 1,500,000 shares of common stock were issued with a value of $105,000 which is being amortized over the life of the contract.

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

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 June 30, 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
3.1(b)	**Articles of Amendment to the Amended and Restated Articles of Incorporation, filed herewith.**
31.1	**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.**
31.2	**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.**
32.1	**Certification of CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
32.2	**Certification of CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**

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: August 14, 2019
Darwin Fogt
President, CEO

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

Signature	Title	Date
/s/ Darwin Fogt Darin Fogt	Chief Executive Officer and Director (principal executive officer)	August 14, 2019
/s/ David Markowski David Markowski	Chief Financial Officer (Principal Financial and Accounting Officer)	August 14, 2019
/s/ Brandon Rowberry Brandon Rowberry	Director	August 14, 2019
/s/ Douglas Cole Douglas Cole	Director	August 14, 2019
/s/ Curtis Hollister Curtis Hollister	Director	August 14, 2019
/s/ Douglas MacLellan Douglas MacLellan	Director	August 14, 2019
/s/ Rochelle Pleskow Rochelle Pleskow	Director	August 14, 2019