

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

Form 10-Q

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

For the quarterly period ended September 30, 2019

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

Commission file number 000-55203



eWELLNESS HEALTHCARE CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

90-1073143

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

11825 Major Street, Culver City, California

(Address of principal executive offices)

90230

(Zip Code)

(855) 470-1700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares	EWLL	OTCQB

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

Yes No

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

Yes No

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

Yes No

The number of shares of Common Stock, \$0.001 per share par value, outstanding on November 12, 2019 was 291,357,662 shares.

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PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION
CONSOLIDATED CONDENSED BALANCE SHEETS
(unaudited)

	<u>September 30, 2019</u>	<u>December 31, 2018</u>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 781,060	\$ 383,335
Prepaid Expenses	380,862	95,508
Total current assets	1,161,922	478,843
Property & equipment, net	24,172	14,092
Intangible assets, net	9,500	11,000
TOTAL ASSETS	\$ 1,195,594	\$ 503,935
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 305,825	\$ 236,741
Accounts payable - related party	630,532	684,173
Accrued expenses - related party	198,241	214,076
Accrued compensation	776,464	1,113,470
Contingent liability	90,000	90,000
Convertible debt, net of discount	2,423,293	562,362
Derivative liability	1,358,964	1,584,102
Total current liabilities	5,783,319	4,484,924
Total Liabilities	5,783,319	4,484,924
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' DEFICIT		
Preferred stock, authorized, 20,000,000 shares, \$.001 par value, 125,000 and 0 shares issued and outstanding, respectively	125	-
Common stock, authorized 1,900,000,000 shares, \$.001 par value, 244,430,551 and 206,406,951 issued and outstanding, respectively	244,431	206,407
Shares to be issued	19,150	-
Additional paid in capital	21,173,934	17,213,838
Accumulated deficit	(26,025,365)	(21,401,234)
Total Stockholders' Deficit	(4,587,725)	(3,980,989)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,195,594	\$ 503,935

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

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

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>September 30, 2019</u>	<u>September 30, 2018</u>	<u>September 30, 2019</u>	<u>September 30, 2018</u>
OPERATING EXPENSES				
Executive compensation	102,000	102,000	306,000	306,000
General and administrative	709,205	322,266	1,284,556	809,704
Professional fees	669,261	407,355	1,918,402	1,360,206
Total Operating Expenses	<u>1,480,466</u>	<u>831,621</u>	<u>3,508,958</u>	<u>2,475,910</u>
Loss from Operations	(1,480,466)	(831,621)	(3,508,958)	(2,475,910)
OTHER INCOME (EXPENSE)				
Interest income	13	-	29	-
Foreign exchange rate	-	4,507	-	12,598
Gain (loss) on derivative liability	1,331,213	(89,579)	1,949,180	303,898
Gain (loss) on extinguishment of debt	-	-	-	(43,131)
Disposal of fixed asset	-	(2,134)	-	(2,134)
Interest expense	(1,369,150)	(173,306)	(3,062,782)	(493,106)
Net Loss before Income Taxes	<u>(1,518,750)</u>	<u>(1,092,133)</u>	<u>(4,622,531)</u>	<u>(2,697,785)</u>
Income tax expense	(1,600)	(29)	(1,600)	(1,656)
Net Loss	<u>\$ (1,520,350)</u>	<u>\$ (1,092,162)</u>	<u>\$ (4,624,131)</u>	<u>\$ (2,699,441)</u>
Loss per common share				
Basic	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>
Diluted	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>
Weighted average shares outstanding				
Basic	<u>231,454,650</u>	<u>174,369,861</u>	<u>220,916,826</u>	<u>158,927,170</u>
Diluted	<u>231,454,650</u>	<u>174,369,861</u>	<u>220,916,826</u>	<u>158,927,170</u>

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

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

	Preferred Shares		Common Shares		Shares to be Issued	Additional Paid in Capital	Accumulated Deficit	Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balance at January 1, 2019	-	\$ -	206,406,951	\$ 206,407	\$ -	\$ 17,213,838	\$ (21,401,234)	\$ (3,980,989)
Contributed services	-	-	-	-	-	54,000	-	54,000
Shares issued for debt conversion	-	-	5,097,255	5,098	-	342,389	-	347,487
Shares issued for financing costs	-	-	1,000,000	1,000	-	114,000	-	115,000
Shares issued for prepaid services	-	-	3,510,870	3,511	-	402,239	-	405,750
Shares issued for services	-	-	1,324,560	1,325	-	180,224	-	181,549
Derivative liability	-	-	-	-	-	492,340	-	492,340
Net loss							(1,338,471)	(1,338,471)
Balance at March 31, 2019	-	\$ -	217,339,636	\$ 217,341	\$ -	\$ 18,799,030	\$ (22,739,705)	\$ (3,723,334)
Contributed services	-	-	-	-	-	54,000	-	54,000
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
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)
Contributed services	-	-	-	-	-	54,000	-	54,000
Shares issued to officers, directors and consultants	125,000	125	-	-	-	374,875	-	375,000
Shares issued for debt conversion	-	-	13,991,743	13,992	-	517,433	-	531,425
Shares issued for prepaid services	-	-	6,692,307	6,692	-	440,769	-	447,461
Shares issued for services	-	-	2,274,997	2,275	-	150,297	-	152,572
Shares to be issued for services	-	-	-	-	19,150	-	-	19,150
Derivative liability	-	-	-	-	-	392,735	-	392,735
Net loss							(1,520,350)	(1,520,350)
Balance at September 30, 2019	125,000	\$ 125	244,430,551	\$ 244,431	\$ 19,150	\$ 21,173,934	\$ (26,025,365)	\$ (4,587,725)
	Preferred Shares		Common Shares		Shares to be Issued	Additional Paid in Capital	Accumulated Deficit	Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balance at January 1, 2018	-	\$ -	142,352,406	\$ 142,352	\$ -	\$ 13,178,131	\$ (16,949,772)	\$ (3,629,289)
Contributed services	-	-	-	-	-	55,500	-	55,500
Option expense	-	-	-	-	-	108,594	-	108,594
Shares issued for debt conversion	-	-	3,945,407	3,945	-	209,347	-	213,292
Shares issued for prepaid services	-	-	800,000	800	-	103,200	-	104,000
Derivative liability	-	-	-	-	-	219,525	-	219,525
Shares issued for services	-	-	1,350,000	1,350	-	137,250	-	138,600
Net loss							(473,973)	(473,973)
Balance at March 31, 2018	-	\$ -	148,447,813	\$ 148,447	\$ -	\$ 14,011,547	\$ (17,423,745)	\$ (3,263,751)
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)	\$ (3,151,769)
Contributed services	-	-	-	-	-	55,500	-	55,500

Option expense	-	-	-	-	-	142,057	-	142,057
Shares issued for debt conversion	-	-	12,943,900	12,944		607,546	-	620,490
Shares issued for financing costs	-	-	1,590,331	1,590		70,410	-	72,000
Derivative liability						(49,741)		(49,741)
Shares issued for services	-	-	1,325,000	1,325	(14,800)	92,340	-	78,865
Net loss							(1,092,162)	(1,092,162)
Balance at September 30, 2018	<u>-</u>	<u>\$ -</u>	<u>181,715,991</u>	<u>\$ 181,716</u>	<u>\$ -</u>	<u>\$ 16,139,737</u>	<u>\$ (19,649,213)</u>	<u>\$ (3,327,760)</u>

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

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

	For Nine Months Ended	
	September 30, 2019	September 30, 2018
Cash flows from operating activities		
Net loss	\$ (4,624,131)	\$ (2,699,441)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	4,794	2,863
Contributed services	162,000	166,500
Shares issued for consulting services	511,355	329,565
Shares issued for financing costs	115,000	72,000
Shares issued to officers, directors and consultants	86,250	-
Shares issued for contribution	-	70,000
Options expense	-	359,245
Amortization of debt discount to interest expense	2,690,435	284,392
Amortization of prepaids	678,805	301,140
Foreign currency exchange	-	12,598
Loss on disposal of fixed asset	-	(2,134)
Gain on derivative liability	(1,949,180)	(303,898)
Loss on settlement of debt	-	43,131
Changes in operating assets and liabilities		
Prepaid expense	(57,948)	(18,055)
Accounts payable and accrued expenses	111,801	194,332
Accounts payable - related party	(19,891)	287,161
Accrued expenses - related party	(15,835)	7,386
Accrued compensation	(82,006)	72,901
Net cash used in operating activities	(2,388,551)	(820,315)
Cash flows from investing activities		
Purchase of equipment	(13,374)	(2,037)
Net cash used in investing activities	(13,374)	(2,037)
Cash flows from financing activities		
Proceeds from issuance of common stock	59,100	-
Issuance of convertible debt	4,400,500	969,300
Payment on debt	(1,102,450)	(1,005)
Debt issuance costs	(577,500)	(125,150)
Net cash provided by financing activities	2,799,650	843,145
Net increase in cash	397,725	20,793
Cash, beginning of period	383,335	6,882
Cash, end of period	\$ 781,060	\$ 27,675
Supplemental Information:		
Cash paid for:		
Taxes	\$ 1,856	\$ 1,267
Interest Expense	\$ 475,519	\$ -
Non cash items:		
Derivative liability and debt discount issued with new notes	\$ 2,831,539	\$ 359,732
Shares issued for debt conversion	\$ 932,667	\$ 1,190,489
Shares issued for prepaids	\$ 906,211	\$ 209,000

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

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
September 30, 2019
(unaudited)

Note 1. The Company

The Company and Nature of Business

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

eWellness Healthcare Corporation is the first physical therapy telehealth company to offer real-time distance monitored assessments and treatments. Our business model is to have large-scale employers use our PHZIO platform as a fully PT monitored corporate musculoskeletal treatment (“MSK”) wellness program. The Company’s PHZIO home physical therapy assessment and exercise platform has been designed to disrupt the \$30 billion physical therapy market, the \$4 billion MSK market and the \$8 billion corporate wellness industry. PHZIO re-defines the way MSK physical therapy can be delivered. PHZIO is the first real-time remote monitored 1-to-many MSK physical therapy platforms for home use.

We have commenced treating patients on various commercial contracts and anticipate generating initial revenues during the 4th quarter of 2019. Despite the lack of revenues, we continue to train physical therapist on how to use our PHZIO treatment platform, with many of these therapists treating various patients on our system on a complimentary basis. Our PHZIO system has delivered over 4,000 telerehab treatments to date.

Our latest challenges in the Workers Compensation space has been patient adoption of PHZIO, related to a patients’ choice to choose if they are treated in-clinic or digitally. They are nearly all choosing in-clinic care. Our pivot to address this issue was to develop and sell MSK 360 a pre-injury fitness exam and custom exercise platform that is just rolling out now. Next, we finally are getting traction for our Pre-Hab product with several large TPA’s. Lastly, multiple clients are requesting an Rheumatoid Arthritis Exercise product (RA 360) that is currently being developed with a launch date of mid-January. With the success of MSK 360 we expect that more Workers Comp patients will choose digital care over in-clinic care.

We have now developed four key products with large scale users that need to turn on utilization in 2020. We have a large list of corporate self-insured, TPA and insurance company sales book that we are actively focused on selling to them our MSK-360 and Pre-Hab platforms. We expect good traction from many of these firms in 2020. These products are:

- + PHZIO: Realtime PT monitored Digital PT Treatments (post-injury)
- + MSK 360: Digital “PHZIOFIT” fitness exam and customer exercise plans for employees, (pre-injury)
- + Pre-Hab: Digital pre-surgery (non-monitored) for Total Knee, Hip and Shoulder surgery (post injury and pre-surgery)
- + RA 360: (Available January 2020) Rheumatoid Arthritis Exercise Plan

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 nine months ended September 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 nine months ended September 30, 2019, the Company had no revenues. The Company has an accumulated loss of \$26,025,365. In view of these matters, there is substantial doubt about the Company’s ability to continue as a going concern. The Company’s ability to continue operations is dependent upon the Company’s ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
September 30, 2019
(unaudited)

Fair Value of Financial Instruments

As of September 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	\$ 1,358,964	\$ -	\$ -	\$ 1,358,964
Total Liabilities measured at fair value	<u>\$ 1,358,964</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,358,964</u>

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

	Total	Level 1	Level 2	Level 3
Derivative Liability	\$ 1,584,102	\$ -	\$ -	\$ 1,584,102
Total Liabilities measured at fair value	<u>\$ 1,584,102</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,584,102</u>

Note 3. Related Party Transactions

In November 2016, the Company signed an agreement with a programming company (“PC”) within which one of the Company’s directors and Chief Technical Officer is the Chief Marketing Officer. The agreement is for additional features to be programmed for the launch of the PHZIO 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 PHZIO 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 September 30, 2019, the Company had a payable of \$627,832 due to this company.

Throughout the nine months ended September 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 September 30, 2019 and December 31, 2018 were \$44,991 and \$3,076, respectively. There were no expenses due to the board members, but the Company has accrued directors’ fees of \$153,250 and \$211,000 at September 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 \$776,464 and \$1,113,470 at September 30, 2019 and December 31, 2018 respectively.

Note 4. Convertible Notes Payable

Nine Months Ended September 30, 2019

On January 29, 2019, the Company received the third tranche of \$60,000 relating to a note executed on July 13, 2018. During the nine months ending September 30, 2019, the Company accrued interest expense of \$1,350. On July 12, 2019, the Company prepaid this note of \$60,000 plus accrued interest and a prepayment penalty of \$30,000. At September 30, 2019, this note is fully paid.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
September 30, 2019
(unaudited)

On January 8, 2019, the Company executed an 8% Convertible Promissory Notes payable to an institutional investor in the principal amount of \$308,000. The note, which is due on January 8, 2020, has an original issue discount of \$28,000 and transaction costs of \$10,000. The convertible note converts into common stock of the Company at 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 nine months ended September 30, 2019, the Company accrued interest expense of \$17,547. During the nine months ended September 30, 2019, the investor converted \$30,000 of principal and \$1,687 of accrued interest for 905,333 shares of common stock at a price of \$.035. At September 30, 2019, there is \$278,000 principal outstanding.

On January 8, 2019, the Company executed an 8% Convertible Promissory Notes payable to an institutional investor in the principal amount of \$308,000 each. The note, which is due on January 8, 2020, has an original issue discount of \$28,000 and transaction costs of \$10,000. The convertible note converts into common stock of the Company at 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 nine months ended September 30, 2019, the Company accrued interest expense of \$17,029. During the nine months ended September 30, 2019, the investor converted \$162,000 of principal for 4,424,400 shares of common stock for prices ranging from \$.035 to \$.042. At September 30, 2019, there is \$146,000 principal outstanding.

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 nine months ended September 30, 2019, the Company accrued interest expense of \$6,028. On July 12, 2019, the Company prepaid this note of \$114,000 plus accrued interest and a prepayment penalty of \$42,010. At September 30, 2019, this note is fully paid.

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 nine months ended September 30, 2019, the Company accrued interest of \$2,753. On July 12, 2019, the Company prepaid this note of \$58,300 plus accrued interest and a prepayment penalty of \$21,369. At September 30, 2019, this note is fully paid.

On February 22, 2019, the Company received the fourth tranche of \$30,000 relating to a note executed on July 13, 2018. During the nine months ending September 30, 2019, the Company accrued interest of \$534. On September 17, 2019, the convertible debt holder converted \$9,700 of principal for 340,000 shares of common stock at a price of \$.03. At September 30, 2019, there is \$20,300 principal outstanding.

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. On September 12, 2019, the Company prepaid this note of \$65,000 and a prepayment penalty of \$19,500. At September 30, 2019, this note is fully paid.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
September 30, 2019
(unaudited)

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 nine months ended September 30, 2019, the Company accrued interest expense of \$3,226. On September 12, 2019, the Company prepaid this note of \$47,300 plus accrued interest and a prepayment penalty of \$16,555. At September 30, 2019, this note is fully paid.

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. The second tranche of \$37,500 was received on July 19, 2019. During the nine months ended September 30, 2019, the Company accrued interest expense of \$2,925. On September 30, 2019, the Company prepaid the first tranche of \$60,000 plus accrued interest and a prepayment penalty of \$30,000. At September 30, 2019, only the second tranche of \$37,500 is outstanding.

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 separate tranches; 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 issued 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 65% 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. The second tranche of \$350,000 was received on July 12, 2019 and the Company issued 2,692,307 shares of restricted common stock. These shares are redeemable if the Company pays the note prior to the maturity date of January 20, 2020. The third and final tranche was received on September 9, 2019 and the Company issued 4,000,000 shares of restricted common stock. These shares are redeemable if the Company pays the note prior to the maturity date of March 12, 2020. During the nine months ended September 30, 2019, the Company accrued interest expense of \$57,337.

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 nine months ended September 30, 2019, the Company accrued interest of \$3,811. On September 12, 2019, the Company prepaid this note of \$58,300 plus accrued interest and a prepayment penalty of \$20,405. At September 30, 2019, this note is fully paid.

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. During the nine months ended September 30, 2019, the note holder converted the \$308,000 note and accrued interest of \$16,337 into 8,987,253 shares of common shares at prices ranging from \$.035 to \$.04508. At September 30, 2019, this note has been fully converted.

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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 nine months ended September 30, 2019, the Company accrued interest expense of \$5,063.

On July 2, 2019, two Back-End notes executed in October 2018 with an institutional investor was funded for \$154,000 each. Each note, which is due on October 29, 2019, has an original issue discount of \$16,500. 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 prior twenty (20) trading days including the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$3,038 for each note.

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 executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of \$140,800. The note, which is payable on April 30, 2020, has an original issue discount of \$12,800 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 nine months ended September 30, 2019, the Company accrued interest of \$3,379.

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 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. During the nine months ended September 30, 2019, the Company accrued interest expense of \$2,712.

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 prior twenty (20) trading days including the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$3,605.

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 9, 2019. The Company paid \$22,410 to note holder for this extension agreement.

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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 65% of the average of the lowest per share trading prices for the twenty-five (25) trading days prior to the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$5,425.

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% of the lowest per share trading prices for the twenty (20) trading days prior to the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$1,380 for the two notes.

On September 4, 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 July 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 nine months ended September 30, 2019, the Company accrued interest of \$364.

On September 9, 2019, a Back-End note executed in January 2019 with an institutional investor was funded for \$154,000. The note, which is due on January 9, 2020, has an original issue discount of \$14,000 and transaction costs of \$5,000. The convertible note converts into common stock of the Company at conversion price that shall be equal to the 70% of the average of the two (2) lowest per share trading prices for the twenty (20) trading days prior to the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$641.

On September 19, 2019, two Back-End notes executed in January 2019 with an institutional investor was funded for \$154,000 each. Each note, which is due on January 8, 2020, has an original issue discount of \$14,000 and transactions costs of \$5,000. 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 prior twenty (20) trading days including the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$371 for each note.

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.

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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 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. 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.

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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.

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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 nine months ended September 30, 2019, the Company authorized the issuance of 1,000,000 shares of preferred stock to officers, directors and consultants as deferred compensation and/or expense. 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 and/or accrued directors fees will be recorded. At the recording of the requisite vested share value, the corresponding number of preferred shares will be recorded as being issued. At the end of September 30, 2019, there were 125,000 vested preferred shares and \$255,000 was recorded to reduce accrued compensation; \$33,750 was recorded to reduce accrued directors' fees, and \$86,250 was recorded as expense for a total of \$375,000.

Common Stock

On July 9, 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 October 10, 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 nine hundred million (900,000,000) shares of Common Stock to one billion nine hundred million (1,900,000,000) shares of Common Stock (the "Authorized Common Stock Share Increase"). On October 15, 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.

Nine Months Ended September 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 for the first tranche payment. 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. The contract further indicated that another 500,000 shares were to be issued at the end of three months. The Company issued the second 500,000 shares of common stock on August 20, 2019. The value of the shares is \$31,200 and was expensed.

On July 10, 2019, the Company issued 2,692,307 shares of common stock to an institutional investor as part of a promissory note for the second tranche payment. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$167,462 which was recorded as prepaid until the six-month maturity has passed.

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On September 30, 2019, the Company issued 4,000,000 shares of common stock to an institutional investor as part of a promissory note for the third and final tranche payment. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$280,000 which was recorded as prepaid until the six-month maturity has passed.

On September 25, 2019, the Company executed a contract for six months for consulting services. The contract included the issuance of 250,000 shares of common stock. The value of these shares is \$13,750. The shares had not yet been issued at the nine months ended September 30, 2019, so the value was recorded as Shares to be Issued.

During the nine months ended September 30, 2019, the Company issued 4,749,992 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is \$466,403

During the nine months ended September 30, 2019, the Company issued 20,270,431 shares of common stock for debt conversion totaling \$932,667 which includes \$889,950 principal, \$40,217 accrued interest and \$2,500 due diligence fee.

Nine Months Ended September 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 nine months ended September 30, 2018, the Company issued a total of 26,598,252 shares of common stock per debt conversion of convertible notes. The total of the debt conversion was \$1,190,189 which includes \$163,157 of accrued interest.

During the nine months ended September 30, 2018, the Company issued 3,875,000 shares of common stock for marketing and consulting services valued at \$329,565.

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

During the nine months ended September 30, 2018, the Company issued 1,590,331 shares of common stock for financing fees for convertible debt issued. These shares were valued at \$72,000.

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.

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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 September 30, 2018, no shares were issued.

Stock Options

The following is a summary of the status of all Company’s stock options as of September 30, 2019 and changes during the nine 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 September 30, 2019	<u>2,850,000</u>	<u>0.80</u>	<u>1.4</u>	<u>\$ -</u>
Options exercisable at September 30, 2019	<u>2,850,000</u>	<u>\$ 0.80</u>	<u>1.4</u>	<u>\$ -</u>

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

Warrants

In March 2018, the Board of Directors, at the request and with the approval of the investors, determined that it was in the best interests of the Company and the Investors, based upon market price and relatively limited liquidity of the shares of common stock that the Company revised the expiration date and exercise price for 417,429 unexercised warrants granted on April 9, 2015. The original expiration date of April 9, 2018 was extended to April 9, 2019. During the nine months ended September 30, 2019, these warrants expired.

The following is a summary of the status of the Company’s warrants as of September 30, 2019 and changes during the nine 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 September 30, 2019	<u>3,300,750</u>	<u>\$ 0.52</u>	<u>1.1</u>	<u>\$ 22,240</u>
Warrants exercisable at September 30, 2019	<u>3,300,750</u>	<u>\$ 0.52</u>	<u>1.1</u>	<u>\$ 22,240</u>

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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.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
September 30, 2019
(unaudited)

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 nine months ended September 30, 2019 and 2018, the Company amortized the debt discount of \$2,690,435 and \$284,390, respectively.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
September 30, 2019
(unaudited)

During the nine months ended September 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	3,631,177	-	3,631,177
Conversion of note derivatives	(1,107,498)	-	(1,107,498)
Change in fair value	(2,582,681)	(166,137)	(2,748,818)
Derivative liability at September 30, 2019	<u>\$ 1,343,719</u>	<u>\$ 15,244</u>	<u>\$ 1,358,963</u>

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

Stock price at valuation date	\$.03-.10
Exercise price of warrants	\$.25
Conversion rate of convertible debt	\$.445
Risk free interest rate	1.6%-2.42%
Stock volatility factor	102.5%-190 %
Years to Maturity	.06 – 2.72
Expected dividend yield	None

Note 8. Subsequent Events

On October 2, 2019, the Company executed a 10% Convertible Promissory Note payable to an institutional investor in the principal amount of \$57,750. The note, which is payable on October 2, 2020, has an original issue discount of \$5,250 and transaction costs of \$2,500. The convertible note converts into common stock of the Company at a conversion price equal to 65% of the lowest trading prices during the twenty (20) trading day period ending on the last complete trading day prior to the conversion date.

On October 10, 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 nine hundred million (900,000,000) shares of Common Stock to one billion nine hundred million (1,900,000,000) shares of Common Stock (the “Authorized Common Stock Share Increase”). On October 15, 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.

From October 1 until the filing of this report, the Company issued 374,999 shares of common stock per consulting agreements valued at \$12,150.

From October 1 until the filing of this report, the Company issued 45,502,112 shares of common stock for convertible debt conversion totaling \$508,655 which includes \$436,906 principal, \$69,199 accrued interest and \$2,550 financing costs

From October 1 until the filing of this report, the Company issued 1,050,000 shares of common stock for prepaid services valued at \$39,750 which is being amortized over the life of the contracts.

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

FORWARD-LOOKING STATEMENTS

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

The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the financial statements of eWellness Healthcare Corporation for the nine months ended September 30, 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 Corporation is the first physical therapy ("PT") telehealth company to offer real-time distance monitored assessments and treatments. Our business model is to have large-scale employers use our PHZIO and or MSK 360 platforms as a fully PT monitored corporate musculoskeletal treatment ("MSK") and wellness program. The Company's PHZIO and MSK360 home physical therapy assessment and exercise platform has been designed to disrupt the \$30 billion physical therapy market, the \$4 billion MSK market and the \$8 billion corporate wellness industry. PHZIO re-defines the way MSK physical therapy can be delivered. PHZIO is the first real-time remote monitored 1-to-many MSK physical therapy platform for home use. We have signed 7 partnership and healthcare provider agreements to date, that are anticipated to begin generating revenue during the fourth 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 and MSK 360 platforms have been developed to significantly support us in becoming the leader in the new industry of digital telehealth physical therapy (“dPT”) and MSK services. Our focus is to highlight that many of all future PT and MSK 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 and MSK platforms 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 and MSK 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 and MSK 360 platforms completely disrupts the current in-clinic business model of the \$30 billion PT industry, the 4 billion MSK market 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 and MSK clinics. eWellness’ underlying technology platform is complex, deeply integrated and purpose-built over the past five years for the evolving PT and MSK treatment marketplaces. eWellness’ PHZIO and MSK 360 platforms are highly scalable and can support substantial growth of third-party licensees. eWellness’ PHZIO and MSK 360 platforms 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 and MSK 360 re-defines the way PT can be delivered. PHZIO and MSK 360 are the first real-time remote monitored one-to-many PT and MSK platform for home use. Due to the real-time patient monitoring feature, the PHZIO and MSK 360 platforms are 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.

The Company’s corporate operating structure allows EWLL to operate in 48 states. It provides for three individual professional operating companies in California, New Jersey and most importantly Florida. With our Florida Professional Association (PA), EWLL is able to provision its telehealth services in 46 states, (excluding: California, Delaware, Kansas and New Jersey). Thus, we formed two other 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 EWLL, that are required by each individual state, wherein Darwin Fogt, MPT, EWLL'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 EWLL's accounting team.

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 and MSK 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 the PHZIO and or MSK 360 offers patients and practitioners a means to receive and deliver PT and MSK services without having to leave work during normal business hours. Patients can receive physical therapy and MSK services at almost any hour of the day. A model that is not currently employed within traditional clinical settings.

Additionally, during October 2019, the Company introduced MSK 360 treatment platform as a new silo of business that focuses on the \$4 Billion North American Musculoskeletal Treatment Market to address the global musculoskeletal diseases treatment market, that is expected to reach US\$ 5.7 billion in 2025 from US \$3.8 billion in 2017, according to a report by The Insight Partners. The musculoskeletal diseases treatment market is estimated to grow with a CAGR of 5.3% from 2018-2025. MSK disease affects the joints, bones and muscles and also back pain. More years are lived with musculoskeletal disability than any other long-term human condition.

EWLL's PHZIO and MSK 360 platforms have been developed to significantly support us in becoming the leader in the new industry of digital telehealth in the MSK and PT markets. Our focus is to highlight that a majority of all future MSK PT treatments can be accomplished with a smart phone. This new digital adoption will lower employee treatment costs, expand employee treatment access and improve employee compliance. Our PHZIO and MSK 360 platform allows employees 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. Nearly, 100% of all PT assessments and treatments can now be done on an employee's smart phone in the privacy of their own home. Digital MSK treatments are clearly the next upgrade the industry needs to make.

The Company has created a strong path to initial revenue generation and substantial sales growth through executing on our Workers Compensation and MSK Sales Funnel. Our Workman's Compensation and MSK Sales Funnel currently includes over 101 companies. Starting in the Summer of 2018 we pivoted our sales process to focus on the workman's compensation PT industry. Additionally, we added the MSK market during the summer of 2019. Multiple agreements are anticipated to be executed from our workman's compensation and MSK sales funnel through 2019 and beyond.

During June 2019 the Company signed a Provider Service Agreement with CareIQ, a division of CorVel Healthcare Corporation, one of the largest Third-Party Insurance Administrators ("TPA") in the U.S. with patients in all 50 states. <https://www.corvel.com/about-us>. Initially, PHZIO will be used to treat patients in five (5) states including: California, New Jersey, Georgia, Tennessee and Arizona. These initial states will be used to assess the effectiveness of the PHZIO digital physical therapy platform.

On October 11, 2019 The Company signed a Direct to Consumer Marketing Agreement with Wosler Holdings, Inc., a Delaware Corporation d/b/a/ Slingshot Health ("Slingshot") (<https://www.slingshothealth.com>), Through this agreement, Slingshot seeks to involve EWLL affiliated PT Providers, and EWLL seeks to gain their affiliated PT Providers access to the Slingshot consumer healthcare patients through the Slingshot platform. The Parties anticipate commencing these new direct to consumer sales and marketing efforts during the fourth quarter ended December 31, 2019. The Company believes that Slingshot Healthcare is one of the leading on-line platforms for digital healthcare to consumers. Slingshot Health is a healthcare marketplace connecting people to health and wellness providers, placing control directly in the hands of those seeking and delivering care. By removing layers of bureaucracy surrounding our healthcare system, Slingshot is achieving its mission of creating better access, more affordability and greater transparency in healthcare. Through Slingshot's proprietary platform, consumers enter the services they want, their location, availability and the price they are willing to pay. Slingshot then matches them to a local provider who can deliver the service. Healthcare consumers receive high-quality, affordable services and providers earn more overall.

On October 22, 2019, EWLL's PHZIO Canada ("PHZIO Canada") signed a one-year Pilot Program Agreement with C&C Insurance Consultants d/b/a/ StudentVIP.ca ("StudentVIP.ca") (<https://studentvip.ca/about-us/>), Through this agreement, StudentVIP.ca seeks to market PHZIO.com services to its student health insurance clients. StudentVIP.ca is one of Canada's largest student health insurance provider servicing over 100,000 college students. The Parties anticipate commencing these new direct to consumer sales and marketing efforts during the fourth quarter of 2019.

Plan of Operations

Based upon a business marketing pivot during the summer of 2018 and 2019, our current business model is to provision our PHZIO platform to any customer of third-party administrators (TPA's). and or have large-scale employers use our digital MSK 360 platforms as an employee wellness program.

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

MSK 360 Comprehensive Wellness Program Following an employee receiving a PHZIOFIT fitness assessment, the employee may enroll in a 6-month comprehensive wellness program. The top line wellness goals of our MSK 360 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 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 and MSK 360 platforms 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 and MSK 360 programs 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 and MSK 360 unlocks a host of potential for revolutionizing patient treatment models.

Our PHZIO and MSK 360 platforms, which includes design, testing, exercise intervention, follow-up, and exercise demonstration, have 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 and MSK 360 platforms are highly scalable and can support substantial growth. Our PHZIO and MSK 360 platforms 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 customers and corporate wellness partnerships on a contractually recurring per PHZIO and or MSK 360 session fee basis. Our PHZIO and MSK 360 platforms are anticipated to transform the access, cost and quality dynamics of physical therapy and MSK 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 underlying technology platform is complex, deeply integrated and purpose-built for the evolving PT marketplace. Our PHZIO platform is highly scalable and can support substantial growth of third-party licensees. Our PHZIO platform provides for broad interconnectivity between PT practitioners and their patients and, we believe, uniquely positions us as a focal point in the rapidly evolving PT industry to introduce innovative, technology-based solutions, such as remote patient monitoring, post-discharge treatment plan adherence and in-home care.

Background on our PHZIO Technology

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

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

Core Video Management System

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

Phzio Telemedicine

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

Cloud Service is provisioned via Amazon

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

The infographic features a central image of a tablet displaying a dashboard with a video player and various metrics, including 'AT&T Commercial - 1 Accept' and '116.7K'.

IP and Licensing

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

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

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

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

The infographic features a central image of a tablet displaying a dashboard with a video player and various metrics, including 'AT&T Commercial - 1 Accept' and '116.7K'.

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

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

OPERATING EXPENSES: Total operating expenses increased to \$3,508,958 for the nine months ended September 30, 2019 from \$2,475,910 for the nine months September 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 \$1,480,466 for the three months ended September 30, 2019 from \$831,621 for the three months ended September 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 \$4,624,131 for the nine months ended September 30, 2019, compared with a net loss of \$2,699,441 for the nine months ended September 30, 2018, which reflects an increase of \$1,924,690. The increase is from increased operating expenses (outlined above) of \$1,033,048, increase in interest expense of \$2,569,676 offset by an increase in gain on derivative liability on convertible debt and warrants of \$1,645,282. For the three months ended September 30, 2019, the Company incurred a loss of \$1,520,350 compared with the loss of \$1,092,162 for the three months ended September 30, 2018. The increase is from increased operating expenses (outlined above) of \$648,845, increase in interest expense of \$1,195,844 offset by a gain on derivative liability on convertible debt and warrants of \$1,420,792.

Liquidity and Capital Resources

As of September 30, 2019, we had negative working capital of \$4,621,397 compared to negative working capital of \$4,006,081 as of December 31, 2018. The negative working capital increase is because of an increase in convertible debt (net of discount) offset by an increase in prepaid expense. Cash used in operations was \$2,388,551 and \$820,315 for the nine months ended September 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 \$13,374 and \$2,037 for the nine months ended September 30, 2019 and 2018, respectively. Cash flows provided by financing activities were \$2,799,650 and \$843,145 for the nine months ended September 30, 2019 and 2018, respectively. The increase resulted from issuance of convertible debt (net of debt issuance costs) of \$2,978,850 and issuance of shares of common stock for cash totaling \$59,100 reduced by \$1,101,445 payment of debt. The cash balance as of September 30, 2019 was \$781,060.

We have sufficient cash on hand to operate until March 2020. We anticipate that we will be able to raise additional capital on the same or better terms by early 2020 or before 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 nine months ended September 30, 2019, we raised \$4,400,500, less \$576,333 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 September 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

Nine Months Ended September 30, 2019

On January 29, 2019, the Company received the third tranche of \$60,000 relating to a note executed on July 13, 2018. During the nine months ending September 30, 2019, the Company accrued interest expense of \$1,350. On July 12, 2019, the Company prepaid this note of \$60,000 plus accrued interest and a prepayment penalty of \$30,000. At September 30, 2019, this note is fully paid.

On January 8, 2019, the Company executed an 8% Convertible Promissory Notes payable to an institutional investor in the principal amount of \$308,000. The note, which is due on January 8, 2020, has an original issue discount of \$28,000 and transaction costs of \$10,000. The convertible note converts into common stock of the Company at 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 nine months ended September 30, 2019, the Company accrued interest expense of \$17,547. During the nine months ended September 30, 2019, the investor converted \$30,000 of principal and \$1,687 of accrued interest for 905,333 shares of common stock at a price of \$.035. At September 30, 2019, there is \$278,000 principal outstanding.

On January 8, 2019, the Company executed an 8% Convertible Promissory Notes payable to an institutional investor in the principal amount of \$308,000 each. The note, which is due on January 8, 2020, has an original issue discount of \$28,000 and transaction costs of \$10,000. The convertible note converts into common stock of the Company at 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 nine months ended September 30, 2019, the Company accrued interest expense of \$17,029. During the nine months ended September 30, 2019, the investor converted \$162,000 of principal for 4,424,400 shares of common stock for prices ranging from \$.035 to \$.042. At September 30, 2019, there is \$146,000 principal outstanding.

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 nine months ended September 30, 2019, the Company accrued interest expense of \$6,028. On July 12, 2019, the Company prepaid this note of \$114,000 plus accrued interest and a prepayment penalty of \$42,010. At September 30, 2019, this note is fully paid.

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 nine months ended September 30, 2019, the Company accrued interest of \$2,753. On July 12, 2019, the Company prepaid this note of \$58,300 plus accrued interest and a prepayment penalty of \$21,369. At September 30, 2019, this note is fully paid.

On February 22, 2019, the Company received the fourth tranche of \$30,000 relating to a note executed on July 13, 2018. During the nine months ending September 30, 2019, the Company accrued interest of \$534. On September 17, 2019, the convertible debt holder converted \$9,700 of principal for 340,000 shares of common stock at a price of \$.03. At September 30, 2019, there is \$20,300 principal outstanding.

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. On September 12, 2019, the Company prepaid this note of \$65,000 and a prepayment penalty of \$19,500. At September 30, 2019, this note is fully paid.

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 nine months ended September 30, 2019, the Company accrued interest expense of \$3,226. On September 12, 2019, the Company prepaid this note of \$47,300 plus accrued interest and a prepayment penalty of \$16,555. At September 30, 2019, this note is fully paid.

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. The second tranche of \$37,500 was received on July 19, 2019. During the nine months ended September 30, 2019, the Company accrued interest expense of \$2,925. On September 30, 2019, the Company prepaid the first tranche of \$60,000 plus accrued interest and a prepayment penalty of \$30,000. At September 30, 2019, only the second tranche of \$37,500 is outstanding.

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 separate 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 issued 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. The second tranche of \$350,000 was received on July 12, 2019 and the Company issued 2,692,307 shares of restricted common stock. These shares are redeemable if the Company pays the note prior to the maturity date of January 20, 2020. The third and final tranche was received on September 9, 2019 and the Company issued 4,000,000 shares of restricted common stock. These shares are redeemable if the Company pays the note prior to the maturity date of March 12, 2020. During the nine months ended September 30, 2019, the Company accrued interest expense of \$57,337.

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 nine months ended September 30, 2019, the Company accrued interest of \$3,811. On September 12, 2019, the Company prepaid this note of \$58,300 plus accrued interest and a prepayment penalty of \$20,405. At September 30, 2019, this note is fully paid.

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. During the nine months ended September 30, 2019, the note holder converted the \$308,000 note and accrued interest of \$19,5397 into 8,322,010 shares of common shares at prices ranging from \$.035 to \$.04508. At September 30, 2019, this note has been fully converted.

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 nine months ended September 30, 2019, the Company accrued interest expense of \$5,063.

On July 2, 2019, two Back-End notes executed in October 2018 with an institutional investor was funded for \$154,000 each. Each note, which is due on October 29, 2019, has an original issue discount of \$16,500. 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 prior twenty (20) trading days including the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$3,038 for each note.

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 executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of \$140,800. The note, which is payable on April 30, 2020, has an original issue discount of \$12,800 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 nine months ended September 30, 2019, the Company accrued interest of \$3,379.

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 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. During the nine months ended September 30, 2019, the Company accrued interest expense of \$2,712.

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% of the lowest per share trading prices for prior the twenty (20) trading days including the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$3,605.

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 9, 2019. The Company paid \$22,410 to note holder for this extension agreement.

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% of the lowest per share trading price for the twenty-five (25) trading days prior to the conversion date. During the nine months ended September 30, 2019, the Company accrued interest expense of \$5,425.

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 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. During the nine months ended September 30, 2019, the Company accrued interest expense of \$1,380 for the two notes.

On September 4, 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 July 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 nine months ended September 30, 2019, the Company accrued interest of \$364.

On September 9, 2019, a Back-End note executed in January 2019 with an institutional investor was funded for \$154,000. The note, which is due on January 9, 2020, has an original issue discount of \$14,000 and transaction costs of \$5,000. 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 nine months ended September 30, 2019, the Company accrued interest expense of \$641.

On September 19, 2019, two Back-End notes executed in January 2019 with an institutional investor was funded for \$154,000 each. Each note, which is due on January 8, 2019, has an original issue discount of \$14,000 and transactions costs of \$5,000. 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 nine months ended September 30, 2019, the Company accrued interest expense of \$371 for each note.

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

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

Critical Accounting Policies

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Smaller reporting companies are not required to provide this disclosure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

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

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of September 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.

Nine Months Ended September 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 for the first tranche payment. 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. The contract further indicated that another 500,000 shares were to be issued at the end of three months. The Company issued the second 500,000 shares of common stock on August 20, 2019. The value of the shares is \$31,200 and was expensed.

On July 10, 2019, the Company issued 2,692,307 shares of common stock to an institutional investor as part of a promissory note for the second tranche payment. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$167,462 which was recorded as prepaid until the six-month maturity has passed.

On September 30, 2019, the Company issued 4,000,000 shares of common stock to an institutional investor as part of a promissory note for the third and final tranche payment. These shares are returnable if the Company repays the promissory note before the maturity date. The value of these shares is \$280,000 which was recorded as prepaid until the six-month maturity has passed.

On September 25, 2019, the Company executed a contract for six months for consulting services. The contract included the issuance of 250,000 shares of common stock. The value of these shares is \$13,750. The shares had not yet been issued at the nine months ended September 30, 2019, so the value was recorded as Shares to be Issued.

During the nine months ended September 30, 2019, the Company issued 4,749,992 shares of common stock to consultants for services rendered in accordance to consulting agreements. The value of these shares is \$466,403

During the nine months ended September 30, 2019, the Company issued 20,270,430 shares of common stock for debt conversion totaling \$932,667 which includes \$889,950 principal, \$40,217 accrued interest and \$2,500 due diligence fee.

Nine Months Ended September 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.

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.

During the nine months ended September 30, 2018, the Company issued a total of 26,598,252 shares of common stock per debt conversion of convertible notes. The total of the debt conversion was \$1,190,189 which includes \$163,157 of accrued interest.

During the nine months ended September 30, 2018, the Company issued 3,875,000 shares of common stock for marketing and consulting services valued at \$329,565.

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

During the nine months ended September 30, 2018, the Company issued 1,590,331 shares of common stock for financing fees for convertible debt issued. These shares were valued at \$72,000.

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.

<u>Exhibit No.</u>	<u>Description</u>
3.1(b)	<u>Articles of Amendment to the Amended and Restated Articles of Incorporation, dated June 19, 2019 filed in the Company's 10Q for the period ended June 30, 2019.</u>
3.1(c)	<u>Articles of Amendment to the Amended and Restated Articles of Incorporation, dated September 27, 2019 filed herewith.</u>
31.1	<u>Certification of CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of CFO pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	<u>Certification of CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eWellness Healthcare Corporation
(Registrant)

By: /s/ Darwin Fogt Date: November 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Darwin Fogt</u> Darwin Fogt	Chief Executive Officer and Director (Principal Executive Officer)	November 14, 2019
<u>/s/ David Markowski</u> David Markowski	Chief Financial Officer (Principal Financial and Accounting Officer)	November 14, 2019
<u>/s/ Brandon Rowberry</u> Brandon Rowberry	Director	November 14, 2019
<u>/s/ Douglas Cole</u> Douglas Cole	Director	November 14, 2019
<u>/s/ Curtis Hollister</u> Curtis Hollister	Director	November 14, 2019
<u>/s/ Douglas MacLellan</u> Douglas MacLellan	Director	November 14, 2019
<u>/s/ Rochelle Pleskow</u> Rochelle Pleskow	Director	November 14, 2019

**STATE OF NEVADA
ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

eWellness Healthcare Corporation, a corporation organized and existing under and by virtue of the NRS 78 of the State of Nevada, does hereby certify:

FIRST: That at a meeting of the Board of Directors of eWellness Healthcare Corporation (the "Corporation"), resolutions were duly adopted setting forth a proposed amendment of the Articles of Incorporation of said Corporation, declaring said amendment to be advisable and based upon the written consent of the holders of the Corporation's Series A Voting Preferred Stock and Common Stock of said Corporation holding a majority of the outstanding shares of voting capital stock (collectively, the "Majority Consenting Stockholders") for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be amended by changing the ARTICLE VI so that, as amended, said Article shall be and read as follows:

"ARTICLE VI: The Corporation shall be authorized to issue one billion nine hundred and twenty million (1,920,000,000) shares of capital stock, of which one billion nine hundred million (1,900,000,000) shares shall be shares of common stock, par value \$0.001 per share ("Common Stock") and twenty million (20,000,000) shares shall be shares of preferred stock, par value of \$0.001 per share, which may be issued in one or more series ("Preferred Stock"). The Board of Directors of the Corporation is authorized to fix the powers, preferences, rights, qualifications, limitations or restrictions of the Preferred Stock and any series thereof pursuant to NRS 78.195, including but not limited to the following relative rights and preferences, as to which there may be variations among different series:

- (a) The rate and manner of payment of dividends, if any;
- (b) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable upon shares in the event of liquidation, dissolution or other winding-up of the Corporation;
- (d) Sinking fund provisions, if any, for the redemption or purchase of shares;
- (e) The terms and conditions, if any, on which shares may be converted or exchanged;
- (f) Voting rights, if any; and
- (g) Any other rights and preferences of such shares, to the full extent now or hereafter permitted by the laws of the State of Nevada.

The Board of Directors shall have the authority to determine the number of shares that will comprise each series.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Nevada as may be required by law."

SECOND: That thereafter, pursuant to resolutions of its Board of Directors, and based upon the written consent of the Majority Consenting Stockholders, who are the holders of a majority of the outstanding shares of voting capital stock of said Corporation in accordance with section 78.320 of Nevada Revised Statutes, the necessary number of shares as required by statute, were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of NRS 78 of the State of Nevada.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 27th day of September 2019.

By: /s/ Darwin Fogt

Name: Darwin Fogt

Title: Chief Executive Officer, President and Director

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

I, Darwin Fogt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019 of eWellness Healthcare Corporation (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made considering the circumstances made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 14, 2019

/s/ Darwin Fogt

Darwin Fogt,
Chief Executive Officer (Principal Executive Officer)

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

I, David Markowski, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019 of eWellness Healthcare Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, considering the circumstances made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 14, 2019

/s/ David Markowski

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

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

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

In connection with the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the “Company”) for the quarterly period ended September 30, 2019 as filed with the Securities and Exchange Commission (the “Report”), the undersigned Darwin Fogt, Chief Executive Officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

eWellness Healthcare Corporation.

Date: November 14, 2019

By: /s/ Darwin Fogt

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

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

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

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

In connection with the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the “Company”) for the quarterly period ended September 30, 2019 as filed with the Securities and Exchange Commission (the “Report”), the undersigned David Markowski, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

eWellness Healthcare Corporation

Date: November 14, 2019

/s/ David Markowski

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

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