

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

Form 10-Q

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

For the quarterly period ended March 31, 2021

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

Commission file number 000-55203



eWELLNESS HEALTHCARE CORPORATION
(Exact name of registrant as specified in its charter)

Nevada	90-1073143
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1126 S Federal Hwy #464, Fort Lauderdale, FL	33316
(Address of principal executive offices)	(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	OTC

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

Yes [X] No []

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

Yes [X] No []

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

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

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

Yes [] No [X]

The number of shares of Common Stock, \$0.001 per share par value, outstanding on August 13, 2021 was 17,707,683,628.

Table of Contents

	Page
PART I - FINANCIAL INFORMATION	3
Item 1 Financial Statements	3
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3 Quantitative and Qualitative Disclosures About Market Risk	17
Item 4 Controls and Procedures	17
PART II - OTHER INFORMATION	18
Item 1 Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 2 Exhibits	18
Signatures	19

PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION
CONSOLIDATED CONDENSED BALANCE SHEETS
(unaudited)

	March 31, 2021	December 31, 2020
ASSETS		
CURRENT ASSETS		
Cash	\$ -	\$ 1,109
Prepaid expenses	5,000	3,235
Total current assets	5,000	4,344
Property & equipment, net	3,385	3,788
TOTAL ASSETS	\$ 8,385	\$ 8,132
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Cash overdraft	\$ 3,487	-
Accounts payable and accrued expenses	987,863	\$ 892,164
Accrued expenses - related party	294,024	292,762
Accrued compensation	200,000	200,000
Convertible debt, net of discount	1,354,882	1,354,882
Derivative liability	2,147,698	3,925,106
Total current liabilities	4,987,954	6,664,914
Total Liabilities	4,987,954	6,664,914
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' DEFICIT		
Preferred stock, authorized, 20,000,000 shares, \$.001 par value, 696,667 and 696,667 hares issued and outstanding, respectively	697	697
Common stock, authorized 20,000,000,000 shares, \$.001 par value, 16,864,183,627 and 16,862,481,961 issued and outstanding, respectively	16,864,184	16,862,482
Shares to be issued	195	263
Additional paid in capital	16,096,833	16,097,866
Accumulated deficit	(37,941,478)	(39,618,090)
Total Stockholders' Deficit	(4,979,569)	(6,656,782)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 8,385	\$ 8,132

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

eWELLNESS HEALTHCARE CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
For the Three Months ended March 31, 2021 and 2020
(unaudited)

	Three Months Ended	
	March 31, 2021	March 31, 2020
REVENUE		
Revenue	\$ -	\$ 14,375
Cost of revenue	-	-
Net Revenue	-	14,375
OPERATING EXPENSES		
Executive compensation	-	187,000
General and administrative	23,167	346,690
Professional fees	13,820	467,418
Total Operating Expenses	36,987	1,001,108
Loss from Operations	(36,987)	(986,733)
OTHER INCOME (EXPENSE)		
Interest income	-	1
Gain (loss) on derivative liability	1,777,408	(1,982,907)
Interest expense	(63,809)	(558,960)
Net Income (Loss) before Income Taxes	1,676,612	(3,528,599)
Income tax expense	-	-
Net Income (Loss)	\$ 1,676,612	\$ (3,528,599)
Basic and diluted income (loss) per common shares	\$ 0.00	\$ (0.02)
Weighted average shares outstanding	16,863,518,920	148,421,146

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

eWELLNESS HEALTHCARE CORPORATION
RECONCILIATION OF STOCKHOLDERS' DEFICIT
THREE MONTHS ENDED MARCH 31, 2021 AND 2020
(unaudited)

	<u>Preferred Shares</u>		<u>Common Shares</u>		<u>Shares to be</u>	<u>Additional</u>	<u>Accumulated</u>	<u>Stockholders'</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Issued</u>	<u>Capital</u>	<u>Deficit</u>	<u>Deficit</u>
Balance at December 31, 2020	696,667	\$ 697	16,862,481,961	\$16,862,482	\$ 263	\$16,097,866	\$(39,618,090)	\$ (6,656,782)
Shares issued for services	-	-	1,701,666	1,702	(68)	(1,033)	-	601
Net income	-	-	-	-	-	-	1,676,612	1,676,612
Balance at March 31, 2021	<u>696,667</u>	<u>\$ 697</u>	<u>16,864,183,627</u>	<u>\$16,864,184</u>	<u>\$ 195</u>	<u>\$16,096,833</u>	<u>\$(37,941,478)</u>	<u>\$ (4,979,569)</u>
Balance at December 31, 2019	250,000	250	12,752,084	\$ 12,752	\$ 150	\$23,942,830	\$(30,862,019)	\$ (6,906,037)
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	-	-	1,416,790,494	1,416,791	-	(634,247)	-	782,544
Shares issued for services	-	-	415,000	415	(150)	392	-	657
Shares issued for rounding - 50:1 split	-	-	47,876	48	-	(48)	-	-
Derivative liability	-	-	-	-	-	2,548,023	-	2,548,023
Net loss	-	-	-	-	-	-	(3,528,599)	(3,528,599)
Balance at March 31, 2020	<u>375,000</u>	<u>\$ 375</u>	<u>1,430,005,454</u>	<u>\$ 1,430,006</u>	<u>\$ -</u>	<u>\$26,285,825</u>	<u>\$(34,390,618)</u>	<u>\$ (6,674,412)</u>

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

eWELLNESS HEALTHCARE CORPORATION
CONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS
(unaudited)

	Three Months Ended	
	March 31, 2021	March 31, 2020
Cash flows from operating activities		
Net income (loss)	\$ 1,676,612	\$ (3,528,599)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	402	2,079
Contributed services	-	54,000
Shares issued to officers, directors and consultants	-	186,250
Shares issued for consulting services	601	657
Discontinued adjustment	-	-
Shares issued for financing costs	-	73,750
Amortization of debt discount and prepaids	3,235	611,211
(Gain) loss on derivative liability	(1,777,408)	1,982,907
Changes in operating assets and liabilities		
Prepaid expense	(5,000)	(21,888)
Accounts receivable	-	(14,375)
Overdraft cash	3,487	-
Accounts payable and accrued expenses	95,700	217,068
Accounts payable - related party	-	83,990
Accrued expenses - related party	1,262	18,402
Accrued compensation	-	60,501
Net cash used in operating activities	(1,109)	(274,047)
Cash flows from investing activities		
Purchase of equipment	-	-
Net cash used in investing activities	-	-
Cash flows from financing activities		
Proceeds from issuance of convertible debt	-	52,800
Original issue discount and debt issuance costs	-	(7,800)
Net cash provided by financing activities	-	45,000
Net decrease in cash	(1,109)	(229,047)
Cash, beginning of period	1,109	240,722
Cash, end of period	\$ -	\$ 11,675
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ -
Interest Expense	\$ -	\$ -
Non cash items:		
Derivative liability and debt discount issued with new notes	-	\$ 45,000
Shares issued for debt conversion	\$ -	\$ 782,544

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

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
March 31, 2021
(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 minimal revenues to date.

eWellness Healthcare Corporation is the first physical therapy telehealth company to offer real-time distance monitored assessments and treatments. On September 15, 2020, the Company and Bistromatics signed an agreement that transferred all worldwide marketing and Intellectual Property Rights or claims to the Company’s Phzio, Phzio TeleRehab and MSK 360 platforms to Bistromatics in return for a 15% ownership in Bistromatics. This agreement eliminated all past due professional fees of approximately \$783,000. The transfer of rights was completed on December 31, 2020.

During the last quarter of 2020 and the first quarter of 2021, the Company’s Board of Directors and Management determined that while it would continue its efforts and resources involving physical therapy and telemedicine, it would also pursue other health-related business opportunities. With the Company’s announced plan to diversify its health-related business beyond its telemedicine operations, which telemedicine operations will continue, the Company has engaged in negotiations with a recently formed private Nevada company controlled by a third party, American Health Protection, Inc.(“AMHP”), for a potential business combination. In connection with such negotiations, the Company’s Board of Directors on March 8, 2021, approved the organization of EWLL Acquisition Corp. under the laws of Nevada as a new wholly owned subsidiary of the Company (“EWLL Acquisition”). The purpose of the formation of EWLL Acquisition was in contemplation of its merger with and into AMHP which would be the surviving entity and become a wholly owned subsidiary of the Company.

Pursuant to the Company’s intentions referenced above, the Company on May 18, 2021, entered into an Agreement and Plan of Merger by and between the Company, EWLL Acquisition and AMHP pursuant to which AMHP merged with EWLL Acquisition, with AMHP being the surviving entity and becoming a wholly owned subsidiary of the Company, subject to filing of Articles of Merger with the State of Nevada. On July 14, 2021, the Company filed the requisite Articles of Merger with the State of Nevada and, as a result, AMHP became a wholly owned subsidiary of the Company and EWLL Acquisition ceased to exist.

On April 19, 2021, the Company filed a DEF 14C to disclose to the stockholders the ratification and approval by Joint Written Consent, based upon the unanimous approval by our Board of Directors and the consent of the Majority Consenting Stockholders, of the corporate actions to file an amendment to its Amended and Restated Articles of Incorporation to: (i) change the name of the Company from eWellness Healthcare Corporation to American Health Protection Corp. (“Name Change”); (ii) change the par value of the Company’s common stock and preferred stock from \$0.001 per share to \$0.0001 per share (“Par Value Change”); and (iii) implement the 1:2,000 reverse split of our Common Stock and the shares underlying conversion of the Company’s securities convertible into Common Stock together with the shares reserved for such conversions, on a one for two thousand (1:2,000) basis (“Reverse Split”).

The Name Change, Par Value Change and Reverse Split are sometimes referred to as the “Corporate Actions”, which Corporate Actions must be approved by FINRA.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
March 31, 2021
(unaudited)

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated 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, 2020. In the opinion of management, all adjustments necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the three months ended March 31, 2021 are not necessarily indicative of the results that can be expected for the fiscal year ending December 31, 2021. The unaudited consolidated 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, 2020.

The information regarding common stock shares, options and warrants throughout this document have been adjusted to reflect the 1:50 reverse split authorized by the Board of Directors on December 16, 2019 and further approved by FINRA on February 12, 2020.

Use of Estimates

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

Going Concern

For the three months ended March 31, 2021, the Company had no revenue. The Company has an accumulated loss of \$37,941,478 and a working capital deficit of \$4,982,954. The Company's ability to continue operations is dependent upon the Company's ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Fair Value of Financial Instruments

As of March 31, 2021, the Company had the following assets and liabilities measured at fair value on a recurring basis.

	Total	Level 1	Level 2	Level 3
Derivative Liability	\$ 2,147,698	\$ -	\$ -	\$ 2,147,698
Total Liabilities measured at fair value	\$ 2,147,698	\$ -	\$ -	\$ 2,147,698

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
March 31, 2021
(unaudited)

As of December 31, 2020, 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	\$ 3,925,106	\$ -	\$ -	\$ 3,925,106
Total Liabilities measured at fair value	\$ 3,925,106	\$ -	\$ -	\$ 3,925,106

Revenue Recognition

The Company recognizes revenue per ASC 606. Revenue is recognized when the services have been completed.

Reclassifications

Certain prior year amounts have been reclassified to conform with the current year's presentation. These reclassifications have no impact on the previously reported results.

Note 3. Related Party Transactions

Throughout the three months ended March 31, 2021, the officers and directors of the Company incurred business expenses on behalf of the Company. The amounts payable to the officers as of March 31, 2021 and December 31, 2020 were \$12,917 and \$11,655, respectively. There were no expenses due to the board members, but the Company has accrued directors' fees of \$221,107 and \$221,1070 as of March 31, 2021 and December 31, 2020, respectively. Because the Company is not yet profitable the officers have agreed to defer compensation. The Company had accrued executive compensation of \$200,000 and \$200,000 as of March 31, 2021 and December 31, 2020, respectively.

Note 4. Convertible Notes Payable

During the three months ended March 31, 2021, there were no new convertible notes executed. During the three months ended March 31, 2021, the Company accrued interest payable of \$63,808 on previously executed convertible notes payable.

Year Ended December 31, 2020

In March 2020, the Company executed a 12% Convertible Promissory Note payable to an institutional investor in the principal amount of \$52,800. The note, which is due on January 15, 2021, has an original issue discount of \$4,800 and transaction costs of \$3,000. After 180 days, the convertible note converts into common stock of the Company at a conversion price that shall be equal to 70% of the average of the two lowest per share trading prices for the ten (10) trading days prior to the conversion date. As of December 31, 2020, this note was fully converted and during the year ended December 31, 2020 the Company accrued interest of \$2,880.

During the year ended December 31, 2020, the Company accrued interest of \$330,871 for the 2019 convertible notes that were still outstanding throughout the year.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
March 31, 2021
(unaudited)

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 year ended December 31, 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. On May 22, 2020, two independent directors resigned and three officers/directors/consultant resigned. Therefore, the vesting of their preferred shares ceased on those dates per the authorization documents. As part of the Settlement and Compromise agreements signed by current officers, director and consultant on February 26, 2021, with effective date October 1, 2020, the shares issued became fully vested at the year ended December 31, 2020.

In April 2020, the Board of Directors issued a Certificate of Designations, Preferences and Rights of Series D Preferred Stock in which the Board authorized a new series of Preferred Stock to be designated as Series D. The Board authorized two hundred thousand (200,000) shares to be issued to persons designated by the Board. The Series D Preferred Stock has no stated maturity and will not be subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless the Holder decides to convert the shares of Series D Preferred Stock.

The Series D Preferred Stock will rank, with respect to rights to the payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding up of the Corporation, (i) senior to all classes or series of the Corporation's Common Stock, par value \$0.001 per share ("Common Stock"), and to all other equity securities issued by the Corporation ; (ii) on parity with all equity securities issued by the Corporation with terms specifically providing that the Series B Preferred ranks on parity, except with respect to voting rights on which the Series B Preferred ranks junior to the Series D Preferred and except with respect to rights to the payment of dividends and the distribution of assets upon any liquidation, dissolution or winding up of the Corporation, which the Series B Preferred ranks senior to the Series D Preferred; and (iii) effectively junior to all existing and future indebtedness (including indebtedness convertible into our Common Stock or Preferred Stock) of the Corporation and to any indebtedness and other liabilities of (as well as any preferred equity interest held by others in) existing subsidiaries of the Corporation. The term "equity securities" shall not include convertible debt securities. The Holders of the Series D Preferred Stock have the right, on all matters subject to the vote of the capital stock of the Corporation, to have the collective vote equal to 70% of the total of all voting capital stock of the Corporation, notwithstanding the number of shares of voting capital stock, including shares of common stock, that may be outstanding from time to time. As of the period ended March 31, 2021, there were no Series B or D issued and outstanding.

Common Stock

On February 12, 2020, FINRA approved a 1:50 reverse split of the Company's common stock. As noted throughout this document, all common shares are stated as if the 1:50 reverse split had been completed as of the beginning of the year ended December 31, 2020. Following the approval, the Company's stock began trading under the symbol "EWLLD". Due to rounding issues for the reverse split, the Company issued 47,876 additional shares of common stock.

On February 14, 2020, 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 one billion nine hundred million (1,900,000,000) shares of Common Stock to twenty billion (20,000,000,000) shares of Common Stock

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
March 31, 2021
(unaudited)

Three Months Ended March 31, 2021

During the three months ended March 31, 2021, the Company issued 1,701,666 shares of common stock for consultant services valued at \$601.

Three Months Ended March 31, 2020

During the three months ended March 31, 2020, the Company issued a total of 1,416,790,494 shares of common stock per debt conversion of various convertible notes (see Note 4). The total of the debt conversion was for \$643,998 of principal, \$64,796 of accrued interest and \$73,750 of financing costs.

During the three months ended March 31, 2020, the Company issued 355,000 shares of common stock for consultant services valued at \$465.

During the three months ended March 31, 2020, the Company issued 60,000 shares of common stock for advisory services valued at \$192.

Stock Options

The following is a summary of the status of all Company's stock options as of March 31, 2021 and changes during the three months ended on that date:

	Number of Stock Options	Weighted Average Exercise Price	Remaining Life (yrs)	Intrinsic Value
Outstanding on December 31, 2020	27,000	\$ 40.00	.14	\$ -
Granted	-	-		
Exercised	-	-		
Cancelled	(27,000)	-		
Outstanding on March 31, 2021	-	-	-	\$ -
Options exercisable on March 31, 2021	-	\$ -	-	\$ -

Warrants

The following is a summary of the status of the Company's warrants as of March 31, 2021 and changes during the three months ended on that date:

	Number of Warrants	Weighted Average Exercise Price	Remaining Life (yrs.)	Intrinsic Value
Outstanding on December 31, 2020	26,015	\$ 12.50	1.2	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Cancelled	(26,015)	-	-	-
Outstanding on March 31, 2021	-	\$ -	-	\$ -
Warrants exercisable on March 31, 2021	-	\$ -	-	\$ -

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
March 31, 2021
(unaudited)

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 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. The Company records the notes under ASU paragraph 815-15-25-4, whereby there would be a separation into a host contract and derivative instrument. The Company records the notes and warrants in their entirety at fair value, with changes in fair value recognized in earnings.

The debt discount is amortized over the life of the note and recognized as interest expense. For the three months ended March 31, 2021 and 2020, the Company amortized the debt discount of \$0 and \$465,919, respectively.

During the three months ended March 31, 2021, the Company had the following activity in the derivative liability account:

	Notes
Derivative liability at December 31, 2020	\$ 3,925,106
Change in fair value	(1,777,408)
Derivative liability at March 31, 2021	<u>\$ 2,147,698</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	\$.0013
Exercise price of warrants	\$ 12.50
Risk free interest rate	.01%
Stock volatility factor	241.82%
Years to Maturity	.08
Expected dividend yield	None

Note 8. Subsequent Events

On April 19, 2021, the Company filed a DEF 14C to disclose to the stockholders the ratification and approval by Joint Written Consent, based upon the unanimous approval by our Board of Directors and the consent of the Majority Consenting Stockholders, of the corporate actions to file an amendment to its Amended and Restated Articles of Incorporation to: (i) change the name of the Company from eWellness Healthcare Corporation to American Health Protection Corp. (“Name Change”); (ii) change the par value of the Company’s common stock and preferred stock from \$0.001 per share to \$0.0001 per share (“Par Value Change”); and (iii) implement the 1:2,000 reverse split of our Common Stock and the shares underlying conversion of the Company’s securities convertible into Common Stock together with the shares reserved for such conversions, on a one for two thousand (1:2,000) basis (“Reverse Split”).

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
March 31, 2021
(unaudited)

The Name Change, Par Value Change and Reverse Split are sometimes referred to as the “Corporate Actions”, which Corporate Actions must be approved by FINRA.

On May 12, 2021, the Board of Directors authorized 1,000,000 shares of Series C Convertible Preferred Stock, 200,000 shares of Series D Voting Preferred Stock and 2,500,000 shares of Series E Convertible Preferred Stock each series having a par value of \$.0001.

From April 1 until the filing of this report, the Company issued 300,000 shares of common stock for consulting services for a value of \$45.

From April 1 until the filing of this report, the Company issued 920,000 shares of Series C Convertible Preferred shares, 200,000 shares of Series D Voting Preferred Shares and 1,630,000 shares of Series E Convertible Preferred shares.

From April 1 until the filing of this report, the Company issued 843,200,000 shares of common stock for the conversion of 84,320 shares of Series E Convertible Preferred shares.

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

FORWARD-LOOKING STATEMENTS

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

The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the financial statements of eWellness Healthcare Corporation for the three months ended March 31, 2021 and 2020 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, 2020.

THE COMPANY

Overview

The Company believes that it was the first physical therapy telehealth company to offer real-time distance monitored assessments and treatments. Our business model was 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 was designed to achieve a market presence in the \$30 billion physical therapy market, the \$4 billion MSK market and the \$8 billion corporate wellness industry. PHZIO is the first real-time remote monitored 1-to-many MSK physical therapy platforms for home use.

On May 22, 2020, the Company received and accepted the resignations of Brandon Rowberry and Rochelle Pleskow as independent directors. Their letters of resignation dated May 22, 2020, state that the reason for their resignations were to permit them to pursue other business opportunities and further stated that they have had no disagreements with the operations, policies or practices of the Company. Also, on May 22, 2020, the Company received a letter of resignation from Darwin Fogt, resigning as CEO, President and director of the Registrant and a separate letter of resignation from Curtis Hollister, resigning as CTO and director of the Company. Messrs. Fogt and Hollister are executive officers and principals of Bistromatics Inc., organized under the laws of Canada (“Bistromatics”).

On November 12, 2016, the Company entered into a Services Agreement with Bistromatics (the “Bistromatics Agreement”) pursuant to which Bistromatics agreed to provide operational services to the Company for its PHZIO System including development, content editing and training, support and maintenance, billing, hosting and oversight, among other services. Reference is made to the Registrant’s Form 8-K filed on November 21, 2016, which Form 8-K was signed by Darwin Fogt as CEO on behalf of the Registrant, regarding the disclosure of the Bistromatics Agreement. The Services Agreement included a provision granting Bistromatics the right to appoint 40% of the Registrant’s Board of Directors, resulting in the appointment of Messrs. Fogt and Hollister as members of the Company’s Board. Although both Companies continue to abide by the Services Agreement the Company is in arrears in fees to Bistromatics . The Service Agreement expired during the first quarter of 2020 and the parties signed a new agreement on September 15, 2020 which is discussed below.

Pursuant to communications between the Company and Darwin Fogt and Curtis Hollister regarding their resignations as executive officers and directors of the Registrant, which resignations were accepted by the Company's Board on June 1, 2020, Messrs. Fogt and Hollister represented to the Company that Bistromatics and its management will continue to provide support services to the Company's PHZIO System. In addition, both Darwin Fogt and Curtis Hollister confirmed that they have had no disagreements with the operations, policies or practices of the Company.

In connection with the resignation of Darwin Fogt as CEO, the Registrant's Board of Directors has appointed Douglas MacLellan, who has served as the Company's Chairman since May 2013, as Chief Executive Officer in addition to continuing to serve as the Chairman of the Board of Directors.

Plan of Operations

On September 15, 2020, the Company and Bistromatics signed an agreement that would transfer all worldwide marketing and Intellectual Property Rights or claims to the Company's Phzio, Phzio TeleRehab and MSK 360 platforms to Bistromatics in return for a 15% ownership in Bistromatics. This agreement would eliminate all past due professional fees of \$746,832. The transfer of rights was completed on December 31, 2020.

During the last quarter of 2020 and the first quarter of 2021, the Company's Board of Directors and Management determined that while it would continue its efforts and resources involving physical therapy and telemedicine, it would also pursue other health-related business opportunities. With the Company's announced plan to diversify its health-related business beyond its telemedicine operations, which telemedicine operations will continue, the Company has engaged in negotiations with a recently formed private Nevada company controlled by a third party, American Health Protection, Inc. ("AMHP"), for a potential business combination. In connection with such negotiations, the Company's Board of Directors on March 8, 2021, approved the organization of EWLL Acquisition Corp. under the laws of Nevada as a new wholly owned subsidiary of the Company ("EWLL Acquisition"). The purpose of the formation of EWLL Acquisition was in contemplation of its merger with and into AMHP which would be the surviving entity and become a wholly owned subsidiary of the Company.

Pursuant to the Company's intentions referenced above, the Company on May 18, 2021, entered into an Agreement and Plan of Merger by and between the Company, EWLL Acquisition and AMHP pursuant to which AMHP merged with EWLL Acquisition, with AMHP being the surviving entity and becoming a wholly owned subsidiary of the Company, subject to filing of Articles of Merger with the State of Nevada. On July 14, 2021, the Company filed the requisite Articles of Merger with the State of Nevada and, as a result, AMHP became a wholly owned subsidiary of the Company and EWLL Acquisition ceased to exist.

Notwithstanding the foregoing, reference is made to the Company's Definitive Information Statement on Schedule 14C filed with the SEC on April 19, 2021, for the purpose of approving the following corporate actions to: (i) change the name of the Company from eWellness Healthcare Corporation to American Health Protection Corp. (for the purpose of reflecting the plan to expand its health-related business); (ii) implement a reverse split of our outstanding Common Stock and the shares of Common Stock underlying conversion of the Company's securities convertible into Common Stock together with the shares reserved for such conversions on a one for two thousand (1:2,000) basis; and (iii) adjust the par value of the Company's Common Stock and Preferred Stock to \$0.0001 per share.

Results of Operations of eWellness for the three months ended March 31, 2021 vs. 2020

REVENUES: Total revenues for the three months ended March 31, 2021 and 2020 were \$0 and \$14,375. respectively.

OPERATING EXPENSES: Total operating expenses decreased to \$36,987 for the three months ended March 31, 2021 from \$1,001,108 for the three months ended March 31, 2020 reflecting a decrease of \$964,121. The decrease resulted from a reduction in number of shares of common stock issued to consultants, reduction in accrued executive compensation, reduction in financing fees and reduction of professional fees.

NET INCOME (LOSS): The Company incurred a net income of \$1,676,612 for the three months ended March 31, 2021 compared with a net loss of \$3,528,599 for the three months ended March 31, 2020 which reflects an increase of \$5,205,211. The increase from loss to income is from an increase from loss to gain from derivative liability on convertible debt of \$3,706,315, a decrease in interest expense of \$495,151 and decrease in operating expenses of \$964,121 (as outlined above).

Liquidity and Capital Resources

As of March 31, 2021, we had negative working capital of \$4,982,954 compared to negative working capital of \$6,660,570 as of December 31, 2020. The negative working capital decrease is because of decreases in derivative liability and accounts payable and accrued expenses, Cash used in operations was \$1,109 and \$274,047 for the three months ended March 31, 2021 and 2020, respectively. The decrease in cash used in operations is a result of income. Cash flows provided by financing activities were \$0 and \$45,000 for the three months ended March 31, 2021 and 2020, respectively. The decrease resulted from no issuance of stock for cash. The cash balance as of March 31, 2021 was a negative \$3,488. This resulted from a timing issue with a payment to be returned by the bank.

We do not have sufficient cash on hand to operate. 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.

Off-Balance Sheet Arrangements

As of March 31, 2021 and December 31, 2020, 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

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, 2020, for disclosures regarding the Company's critical accounting policies and estimates, as well as any updates further disclosed in our interim financial statements as described in this Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Smaller reporting companies are not required to provide this disclosure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

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

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of March 31, 2021, 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.

During the three months ended March 31, 2021, the Company issued 1,701,666 shares of common stock for consultant and advisory services valued at \$601.

ITEM 2 EXHIBITS

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

Exhibit No.	Description
3.1(a)	<u>Articles of Amendment to the Amended and Restated Articles of Incorporation, dated February 14, 2020 filed in the Company’s 10K for the period ended December 31, 2019.</u>
3.2	<u>Bylaws (Incorporated by reference to Exhibit 3(b) to the Registration Statement on Form S-1 filed on May 15, 2012).</u>
10.30	<u>Agreement between the Company and Bistromatics, Inc. Dated September 15, 2020 transferring Intellectual Property Rights to the Company’s Phzio, Phzio TeleRehab and MSK 360 platforms in Exchange for debt forgiveness and 15% of Bistromatics, Inc. (Incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K filed on September 24, 2020)</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/ Douglas MacLellan
Douglas MacLellan
Chief Executive Officer

Date August 13, 2021

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

Signature	Title	Date
<u>/s/ Douglas MacLellan</u> Douglas MacLellan	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 13, 2021
<u>/s/ David Markowski</u> David Markowski	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 13 2021
<u>/s/ Douglas Cole</u> Douglas Cole	Director	August 13, 2021

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, Douglas MacLellan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021 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: August 13, 2021

/s/ Douglas MacLellan

Douglas MacLellan
Chief Executive Officer and Chairman of the Board
(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 March 31, 2021 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: August 13, 2021

/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 March 31, 2021 as filed with the Securities and Exchange Commission (the “Report”), the undersigned Douglas MacLellan, 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: August 13, 2021

By: /s/ Douglas MacLellan

Douglas MacLellan, Chief Executive Officer and
Chairman of the Board
(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 March 31, 2021 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: August 13, 2021

/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.
