

**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 June 30, 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

(State or other jurisdiction
of incorporation or organization)

90-1073143

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

1126 S Federal Hwy #464, Fort Lauderdale, FL

(Address of principal executive offices)

33316

(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 ☒ 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 ☒

Emerging growth company ☐

The number of shares of Common Stock, \$0.001 per share par value, outstanding on August 23, 2021 was 17,707,683,627.



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PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

eWELLNESS HEALTHCARE CORPORATION
CONSOLIDATED CONDENSED BALANCE SHEETS
(unaudited)

	<u>June 30, 2021</u>	<u>December 31, 2020</u>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$ 2,290	\$ 1,109
Prepaid expenses	-	3,235
Total current assets	2,290	4,344
Property & equipment, net	3,053	3,788
TOTAL ASSETS	\$ 5,343	\$ 8,132
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 1,007,393	\$ 892,164
Accrued expenses - related party	179,064	292,762
Accrued compensation	200,000	200,000
Convertible debt, net of discount	1,354,882	1,354,882
Derivative liability	1,433,783	3,925,106
Total current liabilities	4,175,122	6,664,914
Total Liabilities	4,175,122	6,664,914
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' DEFICIT		
Preferred stock Series A, authorized 20,000,000 shares, \$.001 par value, 696,667 and 696,667 shares issued and outstanding, respectively	697	697
Preferred stock Series C, authorized 1,000,000 shares, \$.0001 par value, 920,000 and 0 shares issued and outstanding, respectively	92	-
Preferred stock Series D, authorized 200,000 shares, \$.0001 par value, 200,000 and 0 shares issued and outstanding, respectively	20	-
Preferred stock Series E Convertible, authorized 2,500,000 shares, \$.0001 par value, par value, 265,680 and 0 shares issued and outstanding, respectively	27	-
Common stock, authorized 20,000,000,000 shares, \$.001 par value, 17,707,683,627 and 16,862,481,961 issued and outstanding, respectively	17,707,684	16,862,482
Shares to be issued	-	263
Subscription receivable	(94,975)	-
Additional paid in capital	16,723,540	16,097,866
Accumulated deficit	(38,506,864)	(39,618,090)
Total Stockholders' Deficit	(4,169,779)	(6,656,782)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 5,343	\$ 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 and Six Months ended June 30, 2021 and 2020
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
REVENUE	\$ -	\$ 123,780	\$ -	\$ 138,155
OPERATING EXPENSES				
Executive compensation	260,000	187,000	260,000	374,000
General and administrative	187,687	88,553	210,854	435,243
Professional fees	766,984	383,163	780,804	850,581
Total Operating Expenses	1,214,671	658,716	1,251,658	1,659,824
Loss from Operations	(1,214,671)	(534,936)	(1,251,658)	(1,521,669)
OTHER INCOME (EXPENSE)				
Interest income	-	-	-	1
Gain (loss) on derivative liability	713,915	(2,217,052)	2,491,323	(4,199,959)
Loss on disposal of asset	-	(3,866)	-	(3,866)
Interest expense	(64,630)	(205,073)	(128,439)	(764,033)
Net Income (Loss) before Income Taxes	(565,386)	(2,960,927)	1,111,226	(6,489,526)
Income tax expense	-	-	-	-
Net Income (Loss)	<u>\$ (565,386)</u>	<u>\$ (2,960,927)</u>	<u>\$ 1,111,226</u>	<u>\$ (6,489,526)</u>
Basic income (loss) per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>	<u>\$ (0.00)</u>
Weighted average basic shares outstanding	<u>16,864,183,627</u>	<u>5,181,476,648</u>	<u>16,863,851,274</u>	<u>2,672,747,473</u>
Diluted income (loss) per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>	<u>\$ (0.00)</u>
Weighted average diluted shares outstanding	<u>41,592,390,567</u>	<u>32,909,736,603</u>	<u>41,592,390,567</u>	<u>32,909,736,603</u>

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

eWELLNESS HEALTHCARE CORPORATION
RECONCILIATION OF STOCKHOLDERS' DEFICIT
(unaudited)

THREE MONTHS ENDED JUNE 30, 2021 AND 2020

	Preferred Shares - Series A		Preferred Shares - Series C		Preferred Shares - Series D		Preferred Shares - Series E		Common Shares		Subscription	Shares to be	Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Receivable	Issued	Paid in Capital	Deficit	Stockholders' Deficit
Balance at March 31, 2021	696,667	\$ 697	-	\$ -	-	\$ -	-	\$ -	16,864,183,627	\$16,864,184	\$ -	\$ 195	\$16,096,833	\$(37,941,478)	\$ (4,979,569)
Shares issued to officers, directors and consultants	-	-	920,000	92	200,000	20	-	-	-	-	-	-	1,119,888	-	1,120,000
Shares issued for cash	-	-	-	-	-	-	350,000	35	-	-	(94,975)	-	349,965	-	255,025
Shares issued for preferred share conversions	-	-	-	-	-	-	(84,320)	(8)	843,200,000	843,200	-	-	(843,192)	-	-
Shares issued for services	-	-	-	-	-	-	-	-	300,000	300	-	(195)	46	-	151
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	(565,386)	(565,386)
Balance at June 30, 2021	696,667	\$ 697	920,000	\$ 92	200,000	\$ 20	265,680	\$ 27	17,707,683,627	\$17,707,684	\$(94,975)	\$ -	\$16,723,540	\$(38,506,864)	\$ (4,169,779)
Balance at March 31, 2020	375,000	375	-	-	-	-	-	-	1,430,005,454	1,430,006	-	-	26,285,825	(34,390,618)	(6,674,412)
Contributed services	-	-	-	-	-	-	-	-	-	-	-	-	54,000	-	54,000
Shares issued to officers, directors and consultants	101,667	102	-	-	-	-	-	-	-	-	-	-	304,898	-	305,000
Shares issued for debt conversion	-	-	-	-	-	-	-	-	6,421,465,710	6,421,466	-	-	(6,047,649)	-	373,817
Shares issued for services	-	-	-	-	-	-	-	-	253,332	253	-	76	(201)	-	128
Derivative liability	-	-	-	-	-	-	-	-	-	-	-	-	812,237	-	812,237
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,960,927)	(2,960,927)
Balance at June 30, 2020	476,667	\$ 477	-	\$ -	-	\$ -	-	\$ -	7,851,724,496	\$ 7,851,725	\$ -	\$ 76	\$21,409,110	\$(37,351,545)	\$ (8,090,157)

SIX MONTHS ENDED JUNE 30, 2021 AND 2020

	Preferred Shares - Series A		Preferred Shares - Series C		Preferred Shares - Series D		Preferred Shares - Series E		Common Shares		Subscription	Shares to be	Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Receivable	Issued	Paid in Capital	Deficit	Stockholders' Deficit
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 to	-	-	920,000	92	200,000	20	-	-	-	-	-	-	1,119,888	-	1,120,000

officers, directors and consultants																	
Shares issued for cash	-	-	-	-	-	-	350,000	35	-	-	(94,975)	-	349,965	-	255,025		
Shares issued for preferred share conversions	-	-	-	-	-	-	(84,320)	(8)	843,200,000	843,200	-	-	(843,192)	-	-		
Shares issued for services	-	-	-	-	-	-	-	-	2,001,666	2,002	-	(263)	(987)	-	752		
Net profit	-	-	-	-	-	-	-	-	-	-	-	-	-	1,111,226	1,111,226		
Balance at June 30, 2021	<u>696,667</u>	<u>\$ 697</u>	<u>920,000</u>	<u>\$ 92</u>	<u>200,000</u>	<u>\$ 20</u>	<u>265,680</u>	<u>\$ 27</u>	<u>17,707,683,627</u>	<u>\$ 17,707,684</u>	<u>\$ (94,975)</u>	<u>\$ -</u>	<u>\$ 16,723,540</u>	<u>\$ (38,506,864)</u>	<u>\$ (4,169,779)</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	-	-	-	-	-	-	-	-	-	-	-	-	108,000	-	108,000		
Shares issued to officers, directors and consultants	226,667	227	-	-	-	-	-	-	-	-	-	-	679,773	-	680,000		
Shares issued for debt conversion	-	-	-	-	-	-	-	-	7,838,256,204	7,838,257	-	-	(6,681,896)	-	1,156,361		
Shares issued for services	-	-	-	-	-	-	-	-	668,332	668	-	(74)	191	-	785		
Shares issued for rounding - 50:1 split	-	-	-	-	-	-	-	-	47,876	48	-	-	(48)	-	-		
Derivative liability	-	-	-	-	-	-	-	-	-	-	-	-	3,360,260	-	3,360,260		
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	(6,489,526)	(6,489,526)		
Balance at June 30, 2020	<u>476,667</u>	<u>\$ 477</u>	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>7,851,724,496</u>	<u>\$ 7,851,725</u>	<u>\$ -</u>	<u>\$ 76</u>	<u>\$ 21,409,110</u>	<u>\$ (37,351,545)</u>	<u>\$ (8,090,157)</u>		

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

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

	For Six Months Ended	
	June 30, 2021	June 30, 2020
Cash flows from operating activities		
Net income (loss)	\$ 1,111,226	\$ (6,489,526)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	736	3,676
Contributed services	-	108,000
Shares issued to officers, directors and consultants	1,120,000	344,960
Shares issued for consulting services	750	785
Shares issued for financing costs	-	93,433
Amortization of debt discount and prepaids	-	725,250
(Gain) loss on derivative liability	(2,491,323)	4,199,959
Loss on disposal of asset	-	3,866
Changes in operating assets and liabilities		
Prepaid expense	3,235	(9,916)
Accounts receivable	-	(126,237)
Accounts payable and accrued expenses	115,230	513,643
Accounts payable - related party	-	196,460
Accrued expenses - related party	(113,698)	31,509
Accrued compensation	-	122,491
Net cash used in operating activities	(253,844)	(281,647)
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)
Proceeds from issuance of preferred series E	255,025	-
Net cash provided by financing activities	255,025	45,000
Net increase (decrease) in cash	1,181	(236,647)
Cash, beginning of period	1,109	240,722
Cash, end of period	\$ 2,290	\$ 4,075
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ -
Interest Expense	\$ -	\$ -
Non cash items:		
Shares issued for debt conversion	\$ -	\$ 1,156,360

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

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
June 30, 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 \$748,832. 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.

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. Following the filing of this Form 10Q, the application to FINRA will be filed for approval of these actions.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
June 30, 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 six months ended June 30, 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 six months ended June 30, 2021, the Company had no revenue. The Company has an accumulated loss of \$38,506,864 and a working capital deficit of \$4,172,832. The Company's ability to continue operations is dependent upon the Company's ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Fair Value of Financial Instruments

As of June 30, 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	\$ 1,433,783	\$ -	\$ -	\$ 1,433,783
Total Liabilities measured at fair value	\$ 1,433,783	\$ -	\$ -	\$ 1,433,783

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
June 30, 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 six months ended June 30, 2021, the officers and directors of the Company incurred business expenses on behalf of the Company. The amounts payable to the officers as of June 30, 2021 and December 31, 2020 were \$24,064 and \$11,655, respectively. There were no expenses due to the board members, but the Company has accrued directors' fees of \$216,107 and \$216,107 as of June 30, 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 June 30, 2021 and December 31, 2020, respectively.

Note 4. Convertible Notes Payable

During the six months ended June 30, 2021, there were no new convertible notes executed. During the six months ended June 30, 2021, the Company accrued interest payable of \$128,439 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
June 30, 2021
(unaudited)

Note 5. Equity Transactions

Preferred Stock

The total number of shares of Series A 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 2021, the Board of Directors issued a Certificate of Designations, Preferences, Rights and Limitations of Series C Convertible Preferred Stock. The Board authorized that the Company shall have the authority to issue 1,000,000 shares with a par value of \$.0001 per share to be issued to persons designated by the Board. The Series C 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 C Preferred Stock.

In April 2021, the Board of Directors issued a Certificate of Designations, Preferences and Rights Limitations of Series D Preferred Stock. The Board authorized that the Company shall have the authority issue 200,000 shares with a par value of \$.0001 per share 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.

In April 2021, the Board of Directors issued a Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock. The Board authorized that the Company shall have authority to issue 2,500,000 shares with a par value of \$.0001 per share. The Board of Directors may determine to : (i) issue a number of Series Preferred in a private placement at an offering price of \$1.00 per share; (ii) issue the Series E Preferred in consideration for the cancellation of shares of the Company's Series A Preferred held by the Corporation's officers, directors and key personnel based on terms and conditions that the Board of Directors may determine; and (iii) issue the shares of Series E Preferred for such other purposes as the Board of Directors may determine.

The Series C, Series D and Series E 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 ; and (ii) 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) 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.

On May 4, 2021, the Board of Directors issued 350,000 shares of Series E Convertible Preferred Stock for the subscription agreements dated March 1, 2021 at the value of \$1.00 per share. Since the full payment of \$350,000 had not been received at the period ended June 30, 2021, there is a subscription receivable for \$94,975.

On May 12, 2021, the Board of Directors authorized the issuance of 200,000 shares of Series D Voting Preferred Stock with a value of \$200,000.

On May 20, 2021, the Board of Directors authorized the issuance of 920,000 shares of Series C Convertible Preferred Stock with a value of \$920,000.

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
June 30, 2021
(unaudited)

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.

Six Months Ended June 30, 2021

During the six months ended June 30, 2021, the Company issued 2,001,666 shares of common stock for consultant services valued at \$752.

During the six months ended June 30, 2021, the Company issued 843,200,000 shares of common stock for conversion of 84,320 shares of preferred series E shares.

Six Months Ended June 30, 2020

In January 2020, the Company executed a 12-month advisory services agreement. The Company is to issue 20,000 shares of common stock monthly. The Company issued 80,000 shares of common stock with a value of \$126. The Company needs to issue an additional 40,000 shares of common stock with a value of \$8. In addition, the Company is to also pay the advisor a monthly fee of \$2,500.

During the six months ended June 30, 2020, the Company issued a total of 7,838,256,204 shares of common stock per debt conversion of various convertible notes. The total of the debt conversion was for \$959,835 of principal, \$103,093 of accrued interest and \$93,433 of financing costs.

During the six months ended June 30, 2020, the Company issued 588,332 shares of common stock for consultant services valued at \$1,597.

Stock Options

The following is a summary of the status of all Company's stock options as of June 30, 2021 and changes during the six 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 June 30, 2021	-	-	-	\$ -
Options exercisable on June 30, 2021	-	\$ -	-	\$ -

eWellness Healthcare Corporation
Notes to Consolidated Condensed Financial Statements
June 30, 2021
(unaudited)

Warrants

The following is a summary of the status of the Company's warrants as of June 30, 2021 and changes during the six 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 June 30, 2021	-	\$ -	-	\$ -
Warrants exercisable on June 30, 2021	-	\$ -	-	\$ -

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 six months ended June 30, 2021 and 2020, the Company amortized the debt discount of \$0 and \$594,705, respectively.

During the six months ended June 30, 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	(2,491,323)
Derivative liability at June 30, 2021	\$ 1,433,783

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	\$.0006
Risk free interest rate	.05%
Stock volatility factor	101.21%
Years to Maturity	.08
Expected dividend yield	None

Note 8. Subsequent Events

From July 1 until the filing of this report, the Company issued 1,280,000 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 six months ended June 30, 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 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 \$748,832. 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.

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. Following the filing of this Form 10Q, the Company will file the FINRA application for approval of these actions.

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.

Results of Operations of eWellness for the three and six months ended June 30, 2021 vs. 2020

REVENUES: Total revenues for the six months ended June 30, 2021 and 2020 were \$0 and \$138,155. respectively.

OPERATING EXPENSES: Total operating expenses decreased to \$1,251,658 for the six months ended June 30, 2021 from \$1,659,824 for the six months ended June 30, 2020 reflecting a decrease of \$408,166. 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. Total operating expenses increased to \$1,214,671 for the three months ended June 30, 2021 from \$658,716 for the three months ended June 30, 2020 reflecting an increase of \$555,955. The increase is a result of an increase in the number of shares of preferred shares issued to officers, directors and consultants offset by a reduction in financing fees.

NET INCOME (LOSS): The Company had a net income of \$1,111,226 for the six months ended June 30, 2021 compared with a net loss of \$6,489,526 for the six months ended June 30, 2020 which reflects an increase of \$7,600,752. The increase from loss to income is from an increase from loss to gain from derivative liability on convertible debt of \$6,691,282, a decrease in interest expense of \$558,960 and decrease in operating expenses of \$408,166 (as outlined above). The Company had a loss of \$635,594 for the three months ended June 30, 2021, compared with a net loss of \$2,960,927 for the three months ended June 30, 2020, which reflects a decrease of net loss of \$2,395,541. The decrease is from an increase from loss to gain from derivative liability on convertible debt of \$2,930,967, a decrease in interest expense of \$140,443 offset by an increase in operating expenses of \$555,955 (as outlined above).

Liquidity and Capital Resources

As of June 30, 2021, we had negative working capital of \$4,172,832 compared to negative working capital of \$6,660,570 as of December 31, 2020. The negative working capital decrease is because of a decrease in derivative liability offset by an increase in accounts payable and accrued expenses. Cash used in operations was \$253,844 and \$281,647 for the six months ended June 30, 2021 and 2020, respectively. The decrease in cash used in operations is a result of income versus loss. Cash flows provided by financing activities were \$255,025 and \$45,000 for the six months ended June 30, 2021 and 2020, respectively. The increase resulted from the issuance of Preferred Series E stock for cash. The cash balance as of June 30, 2021 was \$2,290.

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 June 30, 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. 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 June 30, 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 six months ended June 30, 2021, the Company issued 2,001,666 shares of common stock for consultant and advisory services valued at \$752.

During the six months ended June 30, 2021, the Company issued 843,200,000 shares of common stock for conversion of 84,320 shares of preferred series E shares.

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>
10.31	<u>Agreement and Plan of Merger dated May 18, 2021 between EWLL Acquisition Corp. and American Health Protection, Inc., 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/ Douglas MacLellan Date August 23, 2021
Douglas MacLellan
Chief Executive Officer

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/ Douglas MacLellan</u> Douglas MacLellan	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 23, 2021
<u>/s/ David Markowski</u> David Markowski	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 23, 2021
<u>/s/ Douglas Cole</u> Douglas Cole	Director	August 23, 2021

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this “Agreement”) dated as of the 18th day of May 2021, is by and between EWLL Acquisition Corp. (“Acquisition”) a wholly owned subsidiary of American Health Acquisition Corp. f/k/a eWellness Healthcare Corporation (the “Company”), a public Nevada corporation, both having offices located at 1126 S Federal Highway #464, Ft. Lauderdale FL 33316, on the one hand, and American Health Protection, Inc., a privately owned Nevada corporation having offices located at 6953 Amboy Road, Staten Island, NY 10309 (“AMHP”), on the other hand. The Company, Acquisition and AMHP are sometimes referred to collectively, as the “Parties” and individually, as a “Party.”

RECITALS:

WHEREAS, the Parties have entered into this Agreement for the purpose of merging AMHP into Acquisition (the “AMHP Merger”), with AMHP being the surviving entity of the AMHP Merger, becoming a wholly owned subsidiary of the Company and Acquisition ceasing to exist upon the AMHP Merger; and

WHEREAS, in connection therewith, the Parties have taken the following actions (collectively, the “Corporate Actions”) by filing Articles of Amendment to the Company’s Amended and Restated Articles of Amendment with the State of Nevada (“Articles of Amendment”) to: (i) change of the name of eWellness Healthcare Corporation to American Health Protection Corp. (the “Name Change”); (ii) implement a reverse split of the Company’s Common Stock and the shares underlying conversion of the Company’s securities convertible into shares of Common Stock together with the shares reserved for such conversions, on a one for two thousand (1:2,000) basis the (“Reverse Split”); and (iii) change the par value of the Company’s Common Stock and Preferred Stock from \$0.001 per share to \$0.0001 per share (the “Par Value Change”); and

WHEREAS, on April 19, 2021, the Company filed a Definitive Information Statement on Schedule 14C (the “Information Statement”) with the United States Securities and Exchange Commission (“SEC”) for the purpose of implementing the Corporate Actions, the final which Corporate Actions are subject to the filing with and approval of FINRA, based upon the joint written consent (the “Joint Written Consent”) of the Company’s board of directors and the approval of the holders of the majority of the Company’s voting capital stock (the “Majority Consenting Stockholders”), a copy of which Joint Written Consent and Articles of Amendment was filed with the SEC as part of the Information Statement; and

WHEREAS, upon the closing of the AMHP Merger (as defined herein), the Company will: (i) file Articles of Merger between Acquisition and AMHP with the Secretary of State of the State of Nevada for the purpose of AMHP merging with Acquisition and being the surviving entity of the AMHP Merger and becoming a wholly owned subsidiary of the Company; (ii) file with the Secretary of State of the State of Nevada Articles of Amendment to the Amended and Restated Articles of Incorporation of EWLL, a copy of which is attached as Exhibit B to the Information Statement; and (iii) make application to FINRA to implement and approve the above-referenced Corporate Actions; and

WHEREAS, upon the closing of the AMHP Merger, Acquisition will cease to exist and AMHP will be the surviving entity under the laws of the State of Nevada and AMHP will become wholly owned subsidiary of the Company, the public reporting company under the Securities Exchange Act of 1934 (“Exchange Act”) with securities subject to quotation on the OTC Markets; and

WHEREAS, the Company will make application to FINRA for approval of the Corporate Actions (the “FINRA Application”), following which approval FINRA will assign a new trading symbol for the Company’s Common Stock based upon the Company’s planned request in the forthcoming FINRA Application; and

WHEREAS, upon the closing of the AMHP Merger, the officers and directors of the Company immediately prior to the AMHP Merger will remain as the officers and directors of the Company.

NOW THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree that AMHP shall be merged with and into Acquisition (which will cease to exist under the laws of Nevada) and AMHP will be the surviving entity (under the laws of Nevada) and become a wholly owned subsidiary of the Company upon the terms and conditions set forth below and the Nevada Revised Statutes (NRS).

ARTICLE 1

PRINCIPAL TERMS OF THE MERGER

SECTION 1.1 Merger. On the Effective Date (as defined in Section 4.1 below), AMHP shall be merged with and into EWLL Acquisition Corp. and the separate existence of EWLL Acquisition Corp. shall cease and the surviving company shall be AMHP (sometimes hereinafter referred to as the “Surviving Corporation”), which shall become a wholly owned subsidiary of the Company and shall be governed by the laws of Nevada. The address of the registered office of AMHP in Nevada will be 3773 Howard Hughes Pkwy., Suite 500S, Las Vegas, NV 89169-6014, located in Clark County, State of Nevada, and the registered agent in charge thereof shall be InCorp Services, Inc.

SECTION 1.2 Articles of Amendment of the Amended and Restated Articles of Incorporation of the Company. The Company has filed with the Secretary of State of the State of Nevada Articles of Amendment to authorize: (i) for the Name Change, Reverse Split and Par Value Change, defined above as the Corporate Actions, the effective date of which shall be subject to approval by FINRA; and (ii) file Certificates of Designation providing for the authorization an issuance of three new series of the Company’s preferred stock, par value \$0.0001 (Series C Convertible Preferred Stock, Series D Voting Preferred Stock and Series E Convertible Preferred Stock having the preferences, rights, limitations and qualifications in the forms of Certificate of Designations attached hereto, which are substantially in the forms of Certificates of Designation applicable to the Surviving Corporation’s Series of Preferred Stock as in effect immediately before the Effective Date without change unless and until amended in accordance with applicable law.

SECTION 1.3 Bylaws. The Bylaws of the Company shall continue to be the Bylaws as in effect immediately before the Effective Date without change unless and until amended or repealed in accordance with applicable law.

SECTION 1.4 Directors and Officers. At the Effective Date of the Merger, the directors and executive officers of the Company shall continue to serve as executive officers and directors of Company. Each of such persons will hold office, subject to the applicable provisions of the Company’s Articles of Amendment and Bylaws and the NRS, until his or her successor is duly elected or appointed and qualified.

SECTION 1.5 Name Change of the Surviving Corporation. Subject to the approval of FINRA, as set forth in the Company’s Articles of Amendment filed with the State of Nevada, the name of eWellness Healthcare Corporation shall be changed to “American Health Protection Corp.”

ARTICLE 2

CONVERSION, CERTIFICATES AND PLANS

SECTION 2.1 Conversion of Shares. At the Effective Date of the Merger, each of the following transactions shall be deemed to occur simultaneously:

(a) AMHP Common and Preferred Stock. Each share of AMHP’s common stock, \$0.0001 par value (the “AMHP Common Stock”), and each share of AMHP’s authorized and issued series of Convertible Preferred Stock and Voting Preferred Stock, \$0.0001 par value (collectively, the “AMHP Preferred Stock”), authorized and issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of any holder thereof, be converted, as applicable, into and become one validly issued, fully paid and nonassessable share of the Company’s Common Stock and/or one validly issued, fully paid and nonassessable share of the Company’s newly designated Series of Convertible Preferred Stock or Series of Voting Preferred Stock, as the case may be, provided, that each share of Common Stock and Preferred Stock held in AMHP treasury shall be canceled without any further consideration being issued or paid therefor. Reference is made to Schedule A hereto for the list of the issuances of shares of the Company’s newly authorized: (i) Series C Convertible Preferred Stock; (ii) Series D Voting Preferred Stock; and (iii) Series E Convertible Preferred Stock and the consideration for each issuance.

(b) Options and Warrants. Each option and warrant, if any, to acquire shares of AMHP Common Stock outstanding immediately before the Effective Date, which specifically related to AMHP's Series E Convertible Preferred Stock issued in connection with AMHP's private placement or otherwise, shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an equivalent option or warrants, as applicable, to acquire, upon the same terms and conditions, the number of shares of the Company's Common Stock that is equal to the number of shares of AMHP Common Stock the optionee or warrant holder would have received had the optionee or warrant holder exercised such option or warrant in full immediately before the Effective Date (whether or not such option or warrant was then exercisable) and the exercise price per share under each such option or warrant shall be equal to the exercise price per share thereunder immediately before the Effective Date.

(c) Convertible Securities. Each convertible security with the right to acquire shares of AMHP Common Stock or AMHP Preferred Stock outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an equivalent convertible security with the right to acquire, upon the same terms and conditions, the number of shares of the Company's Common Stock or the Company's Preferred Stock, as applicable, that is equal to the number of shares of AMHP Common Stock or AMHP Preferred Stock, as applicable, the holder would have received had the holder converted such convertible security in full immediately before the Effective Date (whether or not such convertible security was then convertible) and the conversion price per share under each such convertible security shall be equal to the conversion price per share thereunder immediately before the Effective Date.

(d) Surviving Common Stock. Each share of the Company's Common Stock issued and outstanding and held by AMHP, if any, immediately before the Effective Date shall be canceled without any consideration being issued or paid therefor.

SECTION 2.2 Stock Certificates. After the Effective Date, each certificate theretofore representing issued and outstanding shares of AMHP Common Stock and AMHP Preferred Stock will thereafter be deemed to represent the same number of shares of the Company's Common Stock and the Company's Preferred Stock. The holders of outstanding certificates, whether in book entry or in physical form, theretofore representing AMHP Common Stock or AMHP Preferred Stock will not be required to surrender such certificate(s) to AMHP or the Company.

SECTION 2.3 Reorganization. For United States federal income tax purposes, the Merger is intended to constitute a tax-free reorganization within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended. The Parties to this Agreement hereby adopt this Agreement as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the United States Treasury Regulations.

ARTICLE 3

TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.1 Effects of the Merger. At the Effective Date, the Merger shall have the effects specified in the NRS and this Agreement. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date the Company, through AMHP, its new wholly owned subsidiary, shall possess all the rights, privileges, powers and franchises, of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties of AMHP; the rights, privileges, powers and franchises of AMHP and the Company, and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in the Company, of which AMHP shall be a wholly owned subsidiary; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Company, as they were of the respective constituent entities, and the title to any real estate, whether by deed or otherwise vested in AMHP and the Company or either of them, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of the Parties hereto on the Effective Date of the Merger shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent entities shall thenceforth attach to the Company and/or AMHP, its wholly owned subsidiary, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

SECTION 3.2 Additional Actions. If, at any time after the Effective Date of the Merger, the Company shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Company, title to and possession of any property or right of AMHP acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Agreement, the Company may execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Company and otherwise to carry out the purposes of this Agreement. The Company is fully authorized in the name of AMHP or otherwise, both prior and subsequent to the Name Change, to take any and all such action as the CEO or any executive officer of the Company shall determine.

ARTICLE 4

APPROVAL BY BOARDS; AMENDMENT; EFFECTIVE DATE

SECTION 4.1 Approval. This Agreement and the Merger of AMHP, the Surviving Corporation, and EWLL Acquisition Corp., the entity that will cease to exist, as contemplated hereby, is subject to (a) approval by the Board of Directors of the Company and AMHP, in accordance with the NRS and compliance with the requirements board of directors in accordance with applicable law, (b) compliance with applicable U.S. federal securities laws, duly authorized officers of the respective Parties shall make and execute the Articles of Merger and, with respect to the Company, its Articles of Amendment, and shall cause such documents to be filed with the Secretary of State of the State of Nevada, among other required filings under the U.S. federal securities laws and the NRS, in accordance with the laws of Nevada and applicable U.S. federal securities laws and (c) the fulfillment of the commitments, if any, of AMHP under outstanding contracts with third parties, to the extent not already fulfilled. The effective date of the Merger (the "Effective Date") shall be the date and time on and at which the Merger becomes effective under the laws of Nevada. The execution and delivery hereof by Parties, accompanied by the respective Joint Written Consents, shall constitute the approval and adoption of, and consent to, this Agreement and the transactions contemplated hereby.

SECTION 4.2 Amendments. The Board of Directors of each Party may amend this Agreement by written agreement of each Party at any time before the Effective Date, provided, however, that an amendment made subsequent to the approval of the Merger shall not (a) alter or change the amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of Common Stock and Preferred Stock, (b) alter or change any term of the Articles of Incorporation of Surviving Company, if such alteration or change would adversely affect the holders of Surviving Corporation's Common Stock and Preferred Stock, if any, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of Surviving Corporation's Common Stock and Preferred Stock, if any.

ARTICLE 5

MISCELLANEOUS

SECTION 5.1 Termination. This Agreement may be terminated and the Merger abandoned at any time before the filing of the Articles of Merger with the Secretary of State of the State of Nevada, whether before or after approval of this Agreement by the Boards of Directors of each Party.

SECTION 5.2 Captions and Section Headings. As used herein, captions and section headings are for convenience only and are not a part of this Agreement and shall not be used in construing it.

SECTION 5.3 Entire Agreement. This Agreement and the other documents delivered pursuant hereto and thereto, or incorporated by reference herein, contain the entire agreement between the parties hereto concerning the transactions contemplated herein and supersede all prior agreements or understandings between the parties hereto relating to the subject matter hereof.

SECTION 5.4 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument. Signatures transmitted by facsimile shall be deemed valid execution of this Agreement binding on the Parties.

SECTION 5.5 Severability. If any one or more of the provisions of this Agreement shall be held to be invalid, illegal or unenforceable, the validity, legality or enforceability of the remaining provisions of this Agreement shall not be affected thereby. To the extent permitted by applicable law, each Party waives any provision of law which renders any provision of this Agreement invalid, illegal or unenforceable in any respect.

SECTION 5.6 Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

SECTION 5.7 No Third-Party Beneficiaries. This Agreement is not intended to confer upon any person other than the Parties hereto any rights or remedies hereunder.

SECTION 5.8 Governing Law. This Agreement and all matters relating to this Agreement shall be governed by, construed and interpreted in accordance with the laws of the State of Nevada, without giving effect to principles of conflicts of laws.

SECTION 5.9 Amendments. This Agreement may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of each of the Parties and, to the extent required by law, by the approval of the Majority Consenting Stockholders.

SECTION 5.10 Notices. All notices, requests, demands, claims, and other communications hereunder will be in writing. Any notice, request, demand, claim, or other communication hereunder will be deemed duly given (i) when delivered personally to the recipient, (ii) one (1) business day after being sent to the recipient by reputable overnight courier service, (iii) one (1) business day after being sent to the recipient by facsimile transmission or electronic mail, or (iv) four (4) business days after being mailed to the recipient by certified or registered mail, return receipt requested and postage prepaid, and addressed to the intended recipient as set forth below:

If to eWellness Healthcare Corporation or EWLL Acquisition Corp.:

Then to:

1126 S Federal Highway #464
Ft. Lauderdale FL 33316
Attention: Douglas MacLellan, CEO
Email: dmaclellan@mac.com
and: david.markowski@gmail.com

If to American Health Protection, Inc.:

Then to:

6953 Amboy Road
Staten Island, NY 10309
Attention: Joseph Salvani, President
Email: jsalvani@aol.com

Any Party may change the address to which notices, requests, demands, claims, and other communications hereunder are to be delivered by giving the other Parties notice in the manner herein set forth.

(Signatures on Following Page)

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the date first above written.

EWELLNESS HEALTHCARE CORPORATION

AMERICAN HEALTH PROTECTION, INC.

By: _____
Name: Douglas MacLellan
Title: Chief Executive Officer

By: _____
Name: Joseph Salvani
Title: President

EWLL ACQUISITION CORP.:

By: _____
Name: David Markowski
Title: President

SCHEDULE A

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 June 30, 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 23, 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 June 30, 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 23, 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 June 30, 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 23, 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 June 30, 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 23, 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.
