

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

Form 10-K

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

For the fiscal year ended December 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.)
1125 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 under Section 12(b) of the Act: None

Securities registered under Section 12(g) of the Act: Common stock, \$0.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

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 ☐

Yes ☐ No ☒

The aggregate market value of the 17,707,683,628 voting and non-voting common equity held by non-affiliates on June 30, 2021 (the last trading date in June 2021) computed by reference to the closing price of \$.0006 on such date or the average bid and asked prices of such common equity as of the last business day of the registrant’s most recently completed second fiscal quarter was \$10,624,610.

The number of shares of Common stock, \$0.001 par value, outstanding on March 31, 2022 is 18,507,683,627.

DOCUMENTS INCORPORATED BY REFERENCE

None

eWellness Healthcare Corporation  
Form 10-K  
For the Year Ended December 31, 2021

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FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements”. All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objections of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words “may,” “could,” “estimate,” “intend,” “continue,” “believe,” “expect” or “anticipate” or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made.

Throughout this Annual Report references to “we”, “our”, “us”, “eWellness”, “the Company”, and similar terms refer to eWellness Healthcare Corporation and its wholly owned subsidiary.

**PART I**

**ITEM 1. BUSINESS**

*The Company Background and Nature of Business*

eWellness Healthcare Corporation (the “eWellness”, “Company”, “we”, “us”, “our”) was incorporated in the State of Nevada on April 7, 2011.

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 on May 18, 2021, entered into an Agreement and Plan of Merger by and between the Company, EWLL Acquisition (a new wholly owned subsidiary of the Company) and a recently formed private Nevada company controlled by a third party, American Health Protection, Inc.(“AMHP”). pursuant to which AMHP merged with EWLL Acquisition, with AMHP being the surviving entity and becoming a wholly owned subsidiary of the Company. 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. The application for approval of these actions to FINRA has not yet been filed.

As stated in the DEF 14C, the Name Change from eWellness Healthcare Corporation to American Health Protection Corp. was to reflect the Company’s plan to diversify its business operations from the telemedicine business and the proprietary PHZIO System to include other health related services to its primary target market focused on small and mid-sized corporate clients. The Par Value Change of the Company’s Common Stock and Preferred Stock from \$0.001 per share to \$0.0001 per share was the result that for more than the past six months (preceding the filing of the DEF 14C), the price of its Common Stock on the OTC Markets had been less than the \$0.001 par value of its Common Stock. As a result, the Company had not been able to raise capital by the issuance of shares of Common Stock at less than the \$0.001 par value and, in addition, the Company could not raise capital through the issuance of shares of convertible Preferred Stock having a conversion price of less than the \$0.001 par value of the Common Stock. Lastly, the rationale for the Reverse Split of the outstanding shares of Common Stock on a one for two thousand (1:2,000) basis was needed because the outstanding shares and shares reserved for convertible debt conversion resulted in no shares being available for capital raise purposes.

***Employees***

At the year ended December 31, 2021, we had 2 employees and various consultants.

***Transfer Agent***

The transfer agent of the Company’s stock is VStock Transfer LLC, 18 Lafayette Place, Woodmere, NY 11598, (212) 828-8436.

**NOTES REGARDING FORWARD-LOOKING STATEMENTS**

The statements contained in this annual report are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. These include statements about the Company’s expectations, beliefs, intentions or strategies for the future, which are indicated by words or phrases such as “anticipate,” “expect,” “intend,” “plan,” “will,” “the Company believes,” “management believes” and similar words or phrases. The forward-looking statements are based on the Company’s current expectations and are subject to certain risks, uncertainties and assumptions. The Company’s actual results could differ materially from results anticipated in these forward-looking statements. All forward-looking statements included in this document are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements.

**ITEM 1A. RISK FACTORS**

Investing in our securities involves a great deal of risk. Careful consideration should be made of the following factors as well as other information included in this Annual Report before deciding to purchase our common stock. Our business, financial condition or results of operations could be affected materially and adversely by any or all of these risks.

THE FOLLOWING MATTERS MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION, LIQUIDITY, RESULTS OF OPERATIONS OR PROSPECTS, FINANCIAL OR OTHERWISE. REFERENCE TO THIS CAUTIONARY STATEMENT IN THE CONTEXT OF A FORWARD-LOOKING STATEMENT OR STATEMENTS SHALL BE DEEMED TO BE A STATEMENT THAT ANY ONE OR MORE OF THE FOLLOWING FACTORS MAY CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN SUCH FORWARD-LOOKING STATEMENT OR STATEMENTS.

**Risks Related to our Financial Condition**

*Our Independent Registered Public Accounting Firm has expressed substantial doubt as to our ability to continue as a going concern.*

The audited financial statements have been prepared assuming that we will continue as a going concern and do not include any adjustments that might result if we cease to continue as a going concern. We believe that to continue as a going concern we will need approximately \$500,000 per year simply to cover the administrative, legal and accounting fees. We plan to fund these expenses primarily through cash flow, the sale of restricted shares of our common stock and the issuance of convertible notes.

Based on our financial statements for the years ended December 31, 2021 and 2020, our independent registered public accounting firm has expressed substantial doubt as to our ability to continue as a going concern. To date we have not generated any revenue.

Investing in our securities involves a great deal of risk. Careful consideration should be made of the following factors as well as other information included in this Prospectus before deciding to purchase our common stock. Our business, financial condition or results of operations could be affected materially and adversely by any or all these risks.

*We may need to raise additional capital to fund continuing operations and an inability to raise the necessary capital or to do so on acceptable terms could threaten the success of our business.*

To date, our operations have been funded entirely from the proceeds from equity and debt financings or loans from our management. We currently anticipate that our available capital resources will be insufficient to meet our expected working capital and capital expenditure requirements for the near future. We anticipate that we will require an additional \$1.5 million during the next twelve months to satisfy our business plan. However, such resources may not be sufficient to fund the long-term growth of our business. If we determine that it is necessary to raise additional funds, we may choose to do so through strategic collaborations, licensing arrangements through our “White Labelling” strategy, public or private equity or debt financing, a bank line of credit, or other arrangements.

We cannot be sure that any additional funding will be available on terms favorable to us or at all. Any additional equity financing may be dilutive to our shareholders, new equity securities may have rights, preferences or privileges senior to those of existing holders of our shares of Common stock. Debt or equity financing may subject us to restrictive covenants and significant interest costs. If we obtain funding through a strategic collaboration or licensing arrangement, we may be required to relinquish our rights to our product or marketing territories. If we are unable to obtain the financing necessary to support our operations, we may be required to defer, reduce or eliminate certain planned expenditures or significantly curtail our operations.

*We have a history of net losses; we may never achieve or sustain profitability or positive cash flow from operations.*

We have incurred net losses in each fiscal year since our inception, including net losses of \$451,707 for the year ended December 31, 2021 and \$8,771,527 for the year ended December 31, 2020. As of the year ended December 31, 2021, we had an accumulated deficit of \$40,069,797. We expect to continue to incur substantial expenditures to develop and market our services and could continue to incur losses and negative operating cash flow for the foreseeable future. We may never achieve profitability or positive cash flow in the future, and even if we do, we may not be able to continue being profitable.

***We will need to increase the size of our organization and may experience difficulties in managing growth.***

At present, we are a small company. We expect to experience a period of expansion in headcount, infrastructure and overhead and anticipate that further expansion will be required to address potential growth and market opportunities. Future growth will impose significant added responsibilities on members of management, including the need to identify, recruit, maintain and integrate new managers. Our future financial performance and its ability to compete effectively will depend, in part, on its ability to manage any future growth effectively.

***Dependence on Key Existing and Future Personnel***

Our success will depend, to a large degree, upon the efforts and abilities of our officers and key management employees. The loss of the services of one or more of our key employees could have a material adverse effect on our operations. In addition, as our business model is implemented, we will need to recruit and retain additional management and key employees in virtually all phases of our operations. Key employees will require a strong background in our industry. We cannot assure that we will be able to successfully attract and retain key personnel.

***Currently, our management’s participation in our business and operations is limited***

To date, we have been unable to offer cash compensation to our officers due to our lack of revenue. Accordingly, each of the Company’s executive officers maintain jobs outside of their position at eWellness. Although each of our executive officers have prepared to devote their efforts, on a full-time basis, towards our objectives once we can afford executive compensation commensurate with that being paid in the marketplace, until such time, our officers will not devote their full time and attention to the operations of the Company. None of our officers have committed a specific portion of their time or an approximate number of hours per week in writing to the objectives of the company and no assurances can be given as to when we will be financially able to engage our officers on a full-time basis and therefore, until such time, it is possible that the inability of such persons to devote their full-time attention to the Company may result in delays in progress toward implementing our business plan.

**Risks Related to Regulation**

***We incur significant costs as a result of operating as a public company and our management will have to devote substantial time to public company compliance obligations***

The Sarbanes-Oxley Act of 2002, as well as rules subsequently implemented by the Securities and Exchange Commission (“SEC”), and the stock exchange, has imposed various requirements on public companies, including requiring changes in corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these compliance requirements and any new requirements that the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 may impose on public companies. Moreover, these rules and regulations, along with compliance with accounting principles and regulatory interpretations of such principles, have increased and will continue to increase our legal, accounting and financial compliance costs and have made and will continue to make some activities more time consuming and costly. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantial costs to maintain the same or similar coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or our board committees, or as executive officers. We will evaluate the need to hire additional accounting and financial staff with appropriate public company experience and technical accounting and financial knowledge. We estimate the additional costs we expect to incur as a result of being a public company to be up to \$500,000 annually.

Part of the requirements as a public company will be to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent registered public accounting firm addressing these assessments. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company.

Effective internal controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. We maintain a system of internal control over financial reporting, which is defined as a process designed by, or under the supervision of, our principal executive officer and principal financial officer, or persons performing similar functions, and effected by our board of directors, management and other personnel, 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.

We cannot assure you that we will not, in the future, identify areas requiring improvement in our internal control over financial reporting. We cannot assure that the measures we will take to remediate any areas in need of improvement will be successful or that we will implement and maintain adequate controls over our financial processes and reporting in the future as we continue our growth. If we are unable to maintain appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose confidence in our reported financial information and have a negative effect on the market price for shares of our common stock.

*If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.*

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the Sarbanes-Oxley Act which requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and significant management oversight.

Our management concluded that our disclosure controls and procedures were not effective as of December 31, 2021. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired, which could result in loss of investor confidence and could have an adverse effect on our stock price.

**Risks Relating to Our Securities**

*There is a limited market for our common stock, and there may never be, an active market for our common stock and we cannot assure you that the common stock will remain liquid or that it will continue to be listed on a securities exchange.*

Our common stock is listed on the pink sheets and trades under the symbol “EWLLD”. An investor may find it difficult to obtain accurate quotations as to the market value of the common stock and trading of our common stock may be extremely sporadic. For example, several days may pass before any shares may be traded. A more active market for the common stock may never develop. In addition, if we fail to meet the criteria set forth in SEC regulations, various requirements would be imposed by law on broker-dealers who sell our securities to persons other than established customers and accredited investors. Consequently, such regulations may deter broker-dealers from recommending or selling the common stock, which may further affect its liquidity. This would also make it more difficult for us to raise additional capital.

Until our common stock is listed on the NASDAQ or another stock exchange, we expect that our common stock will continue to be eligible to trade on the OTC Bulletin Board, another over-the-counter quotation system, or on the “pink sheets,” where our stockholders may find it more difficult to dispose of shares or obtain accurate quotations as to the market value of our common stock.

***Our Common stock is subject to the “Penny Stock” rules of the SEC and the trading market in our stock is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment.***

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a “penny stock,” for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- That a broker or dealer approve a person’s account for transactions in penny stocks; and
- The broker or dealer receives from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person’s account for transactions in penny stocks, the broker or dealer must:

- Obtain financial information and investment experience objectives of the person; and
- Make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- Sets forth the basis on which the broker or dealer made the suitability determination; and
- That the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the “penny stock” rules. This may make it more difficult for investors to dispose of our Common stock and cause a decline in the market value of our stock.

Disclosure also must be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

***Financial Industry Regulatory Authority, Inc. (“FINRA”) sales practice requirements may limit a shareholder’s ability to buy and sell our common stock.***

In addition to the “penny stock” rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

***Our common stock is thinly traded, sale of your holding may take a considerable amount of time.***

Our shares of our common stock are thinly traded on the OTCQB Market, meaning that the number of persons interested in purchasing our common stock at or near bid prices at any given time may be relatively small or non-existent. Consequently, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot give you any assurance that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained. Due to these conditions, we can give you no assurance that you will be able to sell your shares at or near bid prices or at all if you need money or otherwise desire to liquidate your shares.



***Shares eligible for future sale may adversely affect the market.***

From time to time, certain of our stockholders may be eligible to sell all or some of their shares of common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144 promulgated under the Securities Act, subject to certain limitations. In general, pursuant to amended Rule 144, non-affiliate stockholders may sell freely after six months subject only to the current public information requirement. Affiliates may sell after six months subject to the Rule 144 volume, manner of sale (for equity securities), current public information and notice requirements. Any substantial sales of our common stock pursuant to Rule 144 may have a material adverse effect on the market price of our common stock.

***If we fail to maintain effective internal controls over financial reporting, the price of our common stock may be adversely affected.***

Our internal control over financial reporting may have weaknesses and conditions that could require correction or remediation, the disclosure of which may have an adverse impact on the price of our common stock. We are required to establish and maintain appropriate internal controls over financial reporting. Failure to establish those controls, or any failure of those controls once established, could adversely affect our public disclosures regarding our business, prospects, financial condition or results of operations. In addition, management’s assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors. Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting or disclosure of management’s assessment of our internal controls over financial reporting may have an adverse impact on the price of our common stock.

***Our share price could be volatile, and our trading volume may fluctuate substantially.***

The price of our common shares has been and may in the future continue to be extremely volatile, with the sale price fluctuating from a low of \$0.0001 to a high of \$200.00 since trading began in 2016. Many factors could have a significant impact on the future price of our common shares, including:

- our inability to raise additional capital to fund our operations;
- our failure to successfully implement our business objectives and strategic growth plans;
- compliance with ongoing regulatory requirements;
- market acceptance of our product;
- changes in government regulations;
- general economic conditions and other external factors; and
- actual or anticipated fluctuations in our quarterly financial and operating results; and the degree of trading liquidity in our common shares.

***Our annual and quarterly results may fluctuate, which may cause substantial fluctuations in our common stock price.***

Our annual and quarterly operating results may in the future fluctuate significantly depending on factors including the timing of purchase orders, new product releases by us and other companies, gain or loss of significant customers, price discounting of our product, the timing of expenditures, product delivery requirements and economic conditions. Revenues related to our product are required to be recognized upon satisfaction of all applicable revenue recognition criteria. The recognition of revenues from our product is dependent on several factors, including, but not limited to, the terms of any license agreement and the timing of implementation of our products by our customers.

Any unfavorable change in these or other factors could have a material adverse effect on our operating results for a particular quarter or year, which may cause downward pressure on our Common stock price. We expect quarterly and annual fluctuations to continue for the foreseeable future.

***We are subject to compliance with securities law, which exposes us to potential liabilities, including potential rescission rights.***

We have offered and sold our common stock to investors pursuant to certain exemptions from the registration requirements of the Securities Act of 1933, as well as those of various state securities laws. The basis for relying on such exemptions is factual; that is, the applicability of such exemptions depends upon our conduct and that of those persons contacting prospective investors and making the offering. We have not received a legal opinion to the effect that any of our prior offerings were exempt from registration under any federal or state law. Instead, we have relied upon the operative facts as the basis for such exemptions, including information provided by investors themselves.

If any prior offering did not qualify for such exemption, an investor would have the right to rescind its purchase of the securities if it so desired. It is possible that if an investor should seek rescission, such investor would succeed. A comparable situation prevails under state law in those states where the securities may be offered without registration in reliance on the partial pre-emption from the registration or qualification provisions of such state statutes. If investors were successful in seeking rescission, we would face severe financial demands that could adversely affect our business and operations. Additionally, if we did not in fact qualify for the exemptions upon which it has relied, we may become subject to significant fines and penalties imposed by the SEC and state securities agencies.

***The availability of a large number of authorized but unissued shares of common stock may, upon their issuance, lead to dilution of existing stockholders.***

As of February 20, 2020, we are authorized to issue 20,000,000,000 shares of common stock, \$0.001 par value per share. As of March 31, 2022 there were 18,507,683,627 shares of common stock issued and outstanding. Additional shares may be issued by our board of directors without further stockholder approval. The issuance of large numbers of shares, possibly at below market prices, is likely to result in substantial dilution to the interests of other stockholders. In addition, issuances of large numbers of shares may adversely affect the market price of our Common stock.

We are authorized to issue 20,000,000 shares of Series A preferred stock, \$0.001 par value per share. As of December 31, 2021, there were 696,667 shares of Series A preferred stock issued and outstanding. We are authorized to issue 1,000,000 shares of Series C preferred stock, \$.0001 par value per share. As of December 31, 2021, there were 920,000 shares of Series C preferred stock issued and outstanding. We are authorized to issue 200,000 shares of Series D preferred stock, \$.0001 par value per share. As of December 31, 2021, there were 200,000 shares of Series D preferred stock issued and outstanding. We are authorized to issue 2,500,000 shares of Series E convertible preferred stock, \$.0001 par value. As of December 31, 2021, there were 1,465,680 shares of Series E convertible preferred stock issued and outstanding. The Board of Directors is authorized to provide for the issuance of unissued shares of preferred stock in one or more series and to fix the number of shares and to determine the rights, preferences and privileges thereof. Accordingly, the Board of Directors may issue preferred stock which may convert into large numbers of shares of common stock and consequently lead to further dilution of other shareholders.

***We have never paid cash dividends and do not anticipate doing so in the foreseeable future.***

We have never declared or paid cash dividends on our common shares. We currently plan to retain any earnings to finance the growth of our business rather than to pay cash dividends. Payments of any cash dividends in the future will depend on our financial condition, results of operations and capital requirements, as well as other factors deemed relevant by our board of directors.

***The Nevada Revised Statute contains provisions that could discourage, delay or prevent a change in control of our company, prevent attempts to replace or remove current management and reduce the market price of our stock.***

Provisions in our articles of incorporation and bylaws may discourage, delay or prevent a merger or acquisition that our stockholders may consider favorable. For example, our certificate of incorporation authorizes our board of directors to issue up to ten million shares of “blank check” preferred stock. As a result, without further stockholder approval, the board of directors has the authority to attach special rights, including voting and dividend rights, to this preferred stock. With these rights, preferred stockholders could make it more difficult for a third party to acquire us.

We are also subject to the anti-takeover provisions of the NRS. Depending on the number of residents in the state of Nevada who own our shares, we could be subject to the provisions of Sections 78.378 et seq. of the Nevada Revised Statutes which, unless otherwise provided in the Company’s articles of incorporation or by-laws, restricts the ability of an acquiring person to obtain a controlling interest of 20% or more of our voting shares. Our articles of incorporation and by-laws do not contain any provision which would currently keep the change of control restrictions of Section 78.378 from applying to us.

We are subject to the provisions of Sections 78.411 et seq. of the Nevada Revised Statutes. In general, this statute prohibits a publicly held Nevada corporation from engaging in a “combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the combination or the transaction by which the person became an interested stockholder is approved by the corporation’s board of directors before the person becomes an interested stockholder. After the expiration of the three-year period, the corporation may engage in a combination with an interested stockholder under certain circumstances, including if the combination is approved by the board of directors and/or stockholders in a prescribed manner, or if specified requirements are met regarding consideration. The term “combination” includes mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an “interested stockholder” is a person who, together with affiliates and associates, owns, or within three years did own, 10% or more of the corporation’s voting stock. A Nevada corporation may “opt out” from the application of Section 78.411 et seq. through a provision in its articles of incorporation or by-laws. We have not “opted out” from the application of this section.

***Our stock price and ability to finance may be adversely affected by our outstanding convertible securities and warrants.***

Sales of the shares of our common stock issuable upon exercise of warrants and upon conversion of our convertible securities, would likely have a depressive effect on the market price of our common stock. Further, the existence of, and/or potential exercise or conversion of all or a portion of these securities, create a negative and potentially depressive effect on our stock price because investors recognize that they overhang the market currently. As a result, the terms on which we may obtain additional financing during the period any of these warrants or convertible securities remain outstanding may be adversely affected by the existence of such warrants and convertible securities.

***Our publicly filed reports are subject to review by the SEC, and any significant changes or amendments required as a result of any such review may result in material liability to us and may have a material adverse impact on the trading price of the Company’s common stock.***

The reports of publicly traded companies are subject to review by the SEC from time to time for the purpose of assisting companies in complying with applicable disclosure requirements, and the SEC is required to undertake a comprehensive review of a company’s reports at least once every three years under the Sarbanes-Oxley Act of 2002. SEC reviews may be initiated at any time. We could be required to modify, amend or reformulate information contained in prior filings as a result of an SEC review. Any modification, amendment or reformulation of information contained in such reports could be significant and result in material liability to us and have a material adverse impact on the trading price of the Company’s common stock.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

**ITEM 2. PROPERTIES**

The corporate office is in Ft. Lauderdale, Florida.

**ITEM 3. LEGAL PROCEEDINGS**

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. On August 12, 2020, a former consultant filed suit in the Superior Court of the State of California for Breach of Contract and non-payment of fees per said contract. At the time of the suit, the Company owed to the vendor for contractual fees the total of \$24,339. On March 14, 2022, the Company accepted a Stipulation and Proposed Order for the payment of \$38,000 to the former consultant with the first payment of \$5,000 being due immediately and additional \$5,000 payments to be paid every 60 days thereafter until the total of \$38,000 is paid.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

On March 1, 2016, our common stock became subject to quotation on the OTCQB Market under the symbol “EWLL”, an inter-dealer automated quotation system for equity securities not included on The Nasdaq Stock Market. Quotation of the Company’s securities on the OTCQB Market limits the liquidity and price of the Company’s common stock more than if the Company’s shares of common stock were listed on The Nasdaq Stock Market or a national exchange. For the periods indicated, the following table sets forth the high and low bid prices per share of common stock. The below prices represent inter-dealer quotations without retail markup, markdown, or commission and may not necessarily represent actual transactions. On March 9, 2020, because of the bid price deficiency, the Company’s common stock was moved from the OTCQB market to the pink sheets. As of February 12, 2020, FINRA approved the 1:50 reverse split and the OTCQB Market symbol was changed to “EWLLD”.

Period	Price Range	
	High	Low
Year Ended December 31, 2021:		
First Quarter	\$ .0049	\$ .0002
Second Quarter	\$ .0017	\$ .0007
Third Quarter	\$ .0007	\$ .0003
Fourth Quarter	\$ .0007	\$ .0003
Year Ending December 31, 2022:		
First Quarter	\$ .0004	\$ .0002

The transfer agent of our common stock is VStock Transfer LLC, 18 Lafayette Place, Woodmere, NY 11598, (212) 828-8436.

Record Holders. As of March 31, 2022, we had 18,507,683,627 shares of \$0.001 par value common stock issued and outstanding held by 128 shareholders of record.

As of March 31, 2022, there are no outstanding options and/or warrants to purchase common equity of the Company.

Dividend Policy. We have neither declared nor paid any cash dividends on either preferred or common stock. For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business and do not anticipate paying any cash dividends on our preferred or common stock. Any future determination to pay dividends will be at the discretion of the Board of Directors and will be dependent upon then existing conditions, including its financial condition, results of operations, capital requirements, contractual restrictions, business prospects, and other factors that the Board of Directors considers relevant.

Securities Authorized for Issuance under Equity Compensation Plans.

Recent Sales of Unregistered Securities

Information regarding any equity securities we have sold during the period covered by this Report that were not registered under the Securities Act of 1933, as amended, is set forth below. Each such transaction was exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) of the Securities Act or Rule 506 of Regulation D promulgated by the SEC, unless otherwise noted. Unless stated otherwise: (i) the securities were offered and sold only to accredited investors; (ii) there was no general solicitation or general advertising related to the offerings; (iii) each of the persons who received these unregistered securities had knowledge and experience in financial and business matters which allowed them to evaluate the merits and risk of the receipt of these securities, and that they were knowledgeable about our operations and financial condition; (iv) no underwriter participated in, nor did we pay any commissions or fees to any underwriter in connection with the transactions; and, (v) each certificate issued for these unregistered securities contained a legend stating that the securities have not been registered under the Securities Act and setting forth the restrictions on the transferability and the sale of the securities.

On February 12, 2020, FINRA approved a 50:1 reverse split for the Company’s common stock.

***Sales of Unregistered Securities in 2020:***

On January 30, 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 \$104. The remaining 160,000 shares of common stock with a value of \$30 has been recorded in Shares to be Issued. In addition, the Company is to also pay the advisor a monthly fee of \$2,500.

During the year ended December 31, 2020, the Company issued a total of 16,849,013,669 shares of common stock per debt conversion of various convertible notes. The total of the debt conversion was for \$1,607,317 of principal, \$145,167 of accrued interest and \$95,933 of financing costs.

During the year ended December 31, 2020, the Company issued 588,332 shares of common stock for consultant services valued at \$1,604.

***Sales of Unregistered Securities in 2021:***

During the year ended December 31, 2021, the Company issued 2,001,666 shares of common stock for consultant services valued at \$750.

During the year ended December 31, 2021, the Company issued 1,643,200,000 shares of common stock for conversion of 164,320 shares of preferred series E shares.

The securities issued have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The Registrant’s issuance of the above restricted securities was in reliance upon the exemption from registration pursuant to Section 4(2) and Regulation S promulgated by the SEC under the Act. Unless stated otherwise: (i) the securities were offered and sold only to accredited investors; (ii) there was no general solicitation or general advertising related to the offerings; (iii) each of the persons who received these unregistered securities had knowledge and experience in financial and business matters which allowed them to evaluate the merits and risk of the receipt of these securities, and that they were knowledgeable about our operations and financial condition; (iv) no underwriter participated in, nor did we pay any commissions or fees to any underwriter in connection with the transactions; and, (v) each certificate issued for these unregistered securities contained a legend stating that the securities have not been registered under the Securities Act and setting forth the restrictions on the transferability and the sale of the securities.

**ITEM 6. SELECTED FINANCIAL DATA**

Smaller reporting companies are not required to provide this disclosure.

**ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS**

*The following discussion and analysis of our financial condition and result of operations contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the “Risk Factors” section of the other reports we file with the Securities and Exchange Commission. Actual results may differ materially from those contained in any forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” the negative of such terms or other comparable terminology. These statements are only predictions.*

*Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we, nor any other person, assume responsibility for the accuracy and completeness of the forward-looking statements. We are under no obligation to update any of the forward-looking statements after the filing of this Annual Report to conform such statements to actual results or to changes in our expectations.*

*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 years ended December 31, 2021 and 2020 and should be read in conjunction with such financial statements and related notes included in this report.*

**Overview**

**Results of Operations of eWellness for the Twelve-month Periods Ended December 31, 2021 vs. 2020**

*REVENUES:* Total net revenues from operations for the years ended December 31, 2021 and December 31, 2020, were \$0 and \$255,346, respectively.

*OPERATING EXPENSES:* Total operating expenses increased to \$2,671,027 for the year ended December 31, 2021 from \$2,647,662 for the year ended December 31, 2020 reflecting an increase of \$23,365. The increase resulted from an increase in number of shares of preferred stock issued to consultants offset by a decrease in financing fees for conversion of convertible debt and decrease of executive compensation.

*NET LOSS:* The Company incurred a net loss of \$451,707 for the year ended December 31, 2021, compared with a net loss of \$8,771,527 for the year ended December 31, 2020, which reflects a decrease of \$8,319,820. The decrease is primarily because of a decrease of general and administrative expenses, executive compensation and financing fees offset by an increase in professional fees (outlined above) of \$23,365, decrease in interest expense of \$692,826 and increase in gain on derivative liability of \$7,919,238.

*Liquidity and Capital Resources*

As of December 31, 2021, we had negative working capital of \$4,360,124 compared to negative working capital of \$6,660,570 as of December 31, 2020. The main portion of the negative working capital decrease is because of a decrease in accounts payable – related party and a decrease in derivative liability. Cash used in operations was \$341,594 and \$284,613 for the years ended December 31, 2021 and 2020, respectively. This is primarily due to an increase in shares issued to officers, directors and consultants offset by a decrease in the net loss, decrease in amortization of debt discount and prepaids offset and an increase in gain on derivative liability. Cash flows provided by financing activities were \$351,662 and \$45,000 for the years ended December 31, 2021 and December 31, 2020, respectively. The increase in cash flows from financing activities was from issuance of convertible preferred shares for cash. The cash balance as of December 31, 2021 was \$11,177.

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**

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**Contractual Obligations and Commitments**

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.

From time to time the Company may become a party to litigation matters involving claims against the Company. On August 12, 2020, a former consultant filed suit in the Superior Court of the State of California for Breach of Contract and non-payment of fees per said contract. At the time of the suit, the Company owed to the vendor for contractual fees the total of \$24,339. On March 14, 2022, the Company accepted a Stipulation and Proposed Order for the payment of \$38,000 to the former consultant with the first payment of \$5,000 being due immediately and additional \$5,000 payments to be paid every 60 days thereafter until the total of \$38,000 is paid.

**CRITICAL ACCOUNTING POLICIES**

Our significant accounting policies are disclosed in Note 2 of our Financial Statements included elsewhere in this Report.

**ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Smaller reporting companies are not required to provide this disclosure.

**ITEM 8: CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

See Index to Financial Statements and Financial Statement Schedules appearing on pages F-1 – F-17 of this Form 10-K.

eWELLNESS HEALTHCARE CORPORATION  
INDEX TO FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2021AND DECEMBER 31, 2020

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and  
Stockholders of eWellness Healthcare Corporation

**Opinion on the Financial Statements**

We have audited the accompanying balance sheets of eWellness Healthcare Corporation (the Company) as of December 31, 2021 and 2020, and the related statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2021, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

**Consideration of the Company's Ability to Continue as a Going Concern**

The accompanying financial statements have been prepared assuming that Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has yet to earn significant revenue, has a deficit in stockholders' equity, and has sustained recurring losses from operations. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of Derivative Liabilities

Description of the Matter:

As discussed in Note 11 to the financial statements, the Company has issued convertible notes that require derivative accounting primarily due to the variable conversion features. Management evaluates convertible debentures and associated warrants in accordance with ASC Topic 815, “Derivatives and Hedging,” and uses the Black Scholes Model to value the derivatives. This model requires management to make assumptions, use judgment, and can be complex.

Auditing managements assessments and valuations can be complex, involves judgment, and requires a thorough understanding of the convertible note terms.

How We Addressed the Matter in Our Audit:

We reviewed all contracts to obtain a thorough understanding of the terms. We tested the inputs and assumptions management used in the Black Scholes Model. We performed independent valuations of the derivatives to test management’s valuations. Lastly, we obtained confirmations directly from the note holders to test the note balances and note terms.

Haynie & Company  
Salt Lake City, Utah  
March 31, 2022

We have served as the Company’s auditor since 2016.

eWELLNESS HEALTHCARE CORPORATION  
CONSOLIDATED BALANCE SHEETS

	December 31, 2021	December 31, 2020
<b><u>ASSETS</u></b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 11,177	\$ 1,109
Prepaid expenses	-	3,235
Total current assets	11,177	4,344
Property & equipment, net	2,387	3,788
<b>TOTAL ASSETS</b>	<b>\$ 13,564</b>	<b>\$ 8,132</b>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 1,223,278	\$ 892,164
Accrued expenses - related party	144,471	292,762
Accrued compensation	200,000	200,000
Loan payable	1,662	-
Convertible debt, net of discount	1,354,882	1,354,882
Derivative liability	1,447,008	3,925,106
Total current liabilities	4,371,301	6,664,914
Total Liabilities	4,371,301	6,664,914
<b>COMMITMENTS AND CONTINGENCIES</b>		
	-	-
<b>STOCKHOLDERS' DEFICIT</b>		
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, 1,465,680 and 0 shares issued and outstanding, respectively	147	-
Common stock, authorized 20,000,000,000 shares, \$.001 par value, 18,507,683,627 and 16,862,481,961 issued and outstanding, respectively	18,507,684	16,862,482
Shares to be issued	-	263
Additional paid in capital	17,203,420	16,097,866
Accumulated deficit	(40,069,797)	(39,618,090)
Total Stockholders' Deficit	(4,357,737)	(6,656,782)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 13,564</b>	<b>\$ 8,132</b>

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

eWELLNESS HEALTHCARE CORPORATION  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended	
	December 31, 2021	December 31, 2020
REVENUE		
Revenue	\$ -	\$ 266,570
Cost of revenue	-	11,224
Net Revenue	-	255,346
OPERATING EXPENSES		
Executive compensation	260,000	767,639
General and administrative	280,177	699,440
Professional fees	2,130,850	1,180,583
Total Operating Expenses	2,671,027	2,647,662
Loss from Operations	(2,671,027)	(2,392,316)
OTHER INCOME (EXPENSE)		
Interest income	-	1
Gain on extinguishment of debt	-	24,738
Gain (loss) on derivative liability	2,478,098	(5,441,140)
Loss on disposal of asset	-	(8,205)
Interest expense	(258,778)	(954,605)
Net Income (Loss) before Income Taxes	(451,707)	(8,771,527)
Income tax expense	-	-
Net Income (Loss)	<u><u>\$ (451,707)</u></u>	<u><u>\$ (8,771,527)</u></u>
Basic and diluted (loss) per common share	<u><u>\$ (0.00)</u></u>	<u><u>\$ (0.00)</u></u>
Weighted average basic and diluted shares outstanding	<u><u>17,579,528,194</u></u>	<u><u>7,849,264,946</u></u>

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

<div>eWELLNESS HEALTHCARE CORPORATION</div> <div>RECONCILIATION OF STOCKHOLDERS' DEFICIT</div>														
	Preferred Shares - Series A		Preferred Shares - Series C		Preferred Shares - Series D		Preferred Shares - Series E		Common Shares		Shares to be Issued	Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at January 1, 2020	250,000	\$ 250	-	\$ -	-	\$ -	-	\$ -	12,752,084	\$ 12,752	\$ 150	\$ 23,927,374	\$(30,846,563)	\$ (6,906,037)
Contributed services	-	-	-	-	-	-	-	-	-	-	-	153,518	-	153,518
Shares issued to officers, directors and consultants	446,667	447	-	-	-	-	-	-	-	-	-	1,339,553	-	1,340,000
Shares issued for debt conversion	-	-	-	-	-	-	-	-	16,849,013,669	16,849,014	-	(15,000,597)	-	1,848,417
Shares issued for services	-	-	-	-	-	-	-	-	668,332	668	113	956	-	1,737
Shares issued for rounding - 50:1 split	-	-	-	-	-	-	-	-	47,876	48	-	(48)	-	-
Discontinued operations	-	-	-	-	-	-	-	-	-	-	-	688,595	-	688,595
Derivative liability	-	-	-	-	-	-	-	-	-	-	-	4,988,515	-	4,988,515
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(8,771,527)	(8,771,527)
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 officers, directors and consultants	-	-	920,000	92	200,000	20	1,280,000	128	-	-	-	2,399,760	-	2,400,000
Shares issued for cash	-	-	-	-	-	-	350,000	35	-	-	-	349,965	-	350,000
Shares issued for conversion	-	-	-	-	-	-	(164,320)	(16)	1,643,200,000	1,643,200	-	(1,643,183)	-	-
Shares issued for services	-	-	-	-	-	-	-	-	2,001,666	2,002	(263)	(988)	-	750
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(451,707)	(451,707)
Balance at December 31, 2021	696,667	\$ 697	920,000	\$ 92	200,000	\$ 20	1,465,680	\$ 147	18,507,683,627	\$18,507,684	\$ -	\$ 17,203,420	\$(40,069,797)	\$ (4,357,737)

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

eWELLNESS HEALTHCARE CORPORATION  
CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended	
	December 31, 2021	December 31, 2020
Cash flows from operating activities		
Net income (loss)	\$ (451,707)	\$ (8,771,527)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	1,402	6,869
Contributed services	-	153,518
Shares issued to officers, directors and consultants	1,120,000	503,588
Shares issued for consulting services	1,280,750	1,737
Shares issued for financing costs	-	95,933
Gain on extinguishment of debt	-	(1,556)
Amortization of debt discount and prepaids	-	795,591
(Gain) loss on derivative liability	(2,478,098)	5,441,140
Loss on disposal of asset	-	8,205
Changes in operating assets and liabilities		
Prepaid expense	3,235	(21,887)
Accounts receivable	-	(66,848)
Accounts payable and accrued expenses	331,115	919,981
Accounts payable - related party	-	160,460
Accrued expenses - related party	(148,291)	29,995
Accrued compensation	-	460,188
Net cash used in operating activities	(341,594)	(284,613)
Cash flows from financing activities		
Proceeds from issuance of convertible debt	-	52,800
Original issue discount and debt issuance costs	-	(7,800)
Loan payable	1,662	-
Proceeds from issuance of preferred series E	350,000	-
Net cash provided by financing activities	351,662	45,000
Net increase (decrease) in cash	10,068	(239,613)
Cash, beginning of period	1,109	240,722
Cash, end of period	\$ 11,177	\$ 1,109
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ -
Interest Expense	\$ -	\$ -
Non-cash items:		
Shares issued for debt conversion	\$ -	\$ 1,848,417

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

**eWELLNESS HEALTHCARE CORPORATION**  
**Notes to Financial Statements**

**Note 1. The Company**

The Company, Background and Nature of Business

eWellness Healthcare Corporation (the “eWellness”, “Company”, “we”, “us”, “our”) was incorporated in the State of Nevada on April 7, 2011.

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 on May 18, 2021, entered into an Agreement and Plan of Merger by and between the Company, EWLL Acquisition (a new wholly owned subsidiary of the Company) and a recently formed private Nevada company controlled by a third party, American Health Protection, Inc.(“AMHP”). pursuant to which AMHP merged with EWLL Acquisition, with AMHP being the surviving entity and becoming a wholly owned subsidiary of the Company. 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. The application for approval of these actions to FINRA has not yet been filed.

As stated in the DEF 14C, the Name Change from eWellness Healthcare Corporation to American Health Protection Corp. was to reflect the Company’s plan to diversify its business operations from the telemedicine business and the proprietary PHZIO System to include other health related services to its primary target market focused on small and mid-sized corporate clients. The Par Value Change of the Company’s Common Stock and Preferred Stock from \$0.001 per share to \$0.0001 per share was the result that for more than the past six months (preceding the filing of the DEF 14C), the price of its Common Stock on the OTC Markets had been less than the \$0.001 par value of its Common Stock. As a result, the Company had not been able to raise capital by the issuance of shares of Common Stock at less than the \$0.001 par value and, in addition, the Company could not raise capital through the issuance of shares of convertible Preferred Stock having a conversion price of less than the \$0.001 par value of the Common Stock. Lastly, the rationale for the Reverse Split of the outstanding shares of Common Stock on a one for two thousand (1:2,000) basis was needed because the outstanding shares and shares reserved for convertible debt conversion resulted in no shares being available for capital raise purposes.

**Note 2. Summary of Significant Accounting Policies**

Basis of Presentation

The accompanying financial statements have been prepared to reflect the financial position, results of operations and cash flows of the Company and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

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 year ended December 31, 2021, the Company had no revenues. The Company has an accumulated deficit of \$40,069,797 and a working capital deficit of \$4,360,124. In view of these matters, there is substantial doubt about the Company’s ability to continue as a going concern. The Company’s ability to continue operations is dependent upon the Company’s ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The Company intends to finance its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Fair Value of Financial Instruments

The Company complies with the accounting guidance under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820-10, *Fair Value Measurements*, as well as certain related FASB staff positions. This guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact business and considers assumptions that marketplace participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance.

The guidance also establishes a fair value hierarchy for measurements of fair value as follows:

Level 1 – quoted market prices in active markets for identical assets or liabilities.

Level 2 – inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.



As of December 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	\$ 1,447,008	\$ -	\$ -	\$ 1,447,008
Total Liabilities measured at fair value	\$ 1,447,008	\$ -	\$ -	\$ 1,447,008

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 services have been completed.

Property and Equipment

Property and equipment are recorded at historical cost. Minor additions and renewals are expensed in the year incurred. Major additions and renewals are capitalized and depreciated over their estimated useful lives. Depreciation is recorded over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. The estimated useful lives for significant property and equipment categories are as follows:

Furniture and Fixtures	5-7 Years
Computer Equipment	5-7 Years
Software	3 Years

The Company regularly evaluates whether events or circumstances have occurred that indicate the carrying value of long-lived assets may not be recoverable. If factors indicate the asset may not be recoverable, we compare the related undiscounted future net cash flows to the carrying value of the asset to determine if impairment exists. If the expected future net cash flows are less than the carrying value, an impairment charge is recognized based on the fair value of the asset. For the years ended December 31, 2021 and 2020, there was no impairment recognized.

Intangible Assets

The Company accounts for assets that are not physical in nature as intangible assets. Intangible assets have either an identifiable or indefinite useful life. Intangible assets with identifiable useful lives are amortized on a straight-line basis over their economic or legal life, whichever is shorter. Intangible assets with indefinite useful lives are reassessed each year for impairment. If an impairment has occurred, then a loss is recognized. An impairment loss is determined by subtracting the asset’s fair value from the asset’s book/carrying value. For the years ended December 31, 2021 and 2020, there were no intangible assets.

Income Taxes

The Company accounts for income taxes under FASB ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is “more likely than not” that some component or all the benefits of deferred tax assets will not be realized.

Debt Issuance Costs

The Company accounts for debt issuance costs in accordance with ASU 2015-03. This guidance requires direct and incremental costs associated with the issuance of debt instruments such as legal fees, printing costs and underwriters’ fees, among others, paid to parties other than creditors, are reported and presented as a reduction of debt on the consolidated balance sheets.

Debt issuance costs and premiums or discounts are amortized over the term of the respective financing arrangement using the effective interest method. Amortization of these amounts is included as a component of interest expense net, in the consolidated statements of operations.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and then is revalued at each reporting date, with changes in fair value reported in the statement of operations. For stock based derivative financial instruments, Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at the end of each reporting period. Any increase or decrease in the fair value from inception is made quarterly and appears in results of operations as a change in fair market value of derivative liabilities.”

Cash and Cash Equivalents

Cash and cash equivalents include all cash deposits and highly liquid financial instruments with an original maturity to the Company of three months or less. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Loss per Common Share

The Company follows ASC Topic 260 to account for the loss per share. Basic loss per common share calculations are determined by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted loss per common share calculations are determined by dividing net loss by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation. As the Company has incurred losses for the periods ended December 31, 2021 and 2020, no dilutive shares are added into the loss per share calculations. While currently antidilutive, the following instruments could potentially dilute EPS in the future resulting in the following common stock equivalents:

	2021	2020
Options	-	27,000
Warrants	-	26,015
Convertible Notes	12,357,170,485	24,728,206,940
	12,357,170,485	27,728,259,955

Recent Accounting Pronouncements

The Company has reviewed all other recently issued, but not yet adopted, accounting standards in order to determine their effects, if any, on its results of operations, financial position or cash flows. Based on that review, the Company believes that none of these pronouncements will have a significant effect on its financial statements.

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. Property and Equipment

Property and equipment consist of computer equipment that is stated at cost \$6,976 and \$6,976 less accumulated depreciation of \$4,589 and \$3,188 for the years ended December 31, 2021 and 2020, respectively. During the year ended December 31, 2020, the Company disposed of computers with a cost value of \$11,498 and transferred computers and equipment valued at \$9,208 per the Bistromatics agreement dated September 15, 2020. (Footnote 1). Depreciation expense was \$1,402 and \$4,869 for the years ended December 31, 2021 and 2020, respectively.

Note 4. Intangible Assets

The Company recognizes the cost of a software license and a license for use of a programming code as intangible assets. The stated cost of these assets and accumulated amortization were transferred per the Bistromatics agreement dated September 15, 2020 (Footnote 1). For the years ended December 31, 2021 and 2020, the amortization expense recorded was \$0 and \$2,000, respectively.

**Note 5. Income Taxes**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax liabilities consist of the following components as of December 31, 2021 and 2020:

	2021	2020
Deferred tax assets:		
NOL carryover	\$ 4,027,300	\$ 4,133,200
Accrued payroll	42,000	42,000
Deferred tax liabilities		
Depreciation	400	300
Valuation allowance	(4,069,700)	(4,175,500)
Net deferred tax asset	\$ -	\$ -

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pre-tax income from continuing operations for the years ended December 31, 2021 and 2020 due to the following:

	2020	2019
Book loss	\$ (94,900)	\$ (1,842,000)
Depreciation	-	700
Contributed services	504,000	32,200
Meals & entertainment	2,600	2,400
Stock for prepaids	700	36,900
Stock for consulting	200	400
Amortization of debt discount	-	130,200
Accrued payroll	-	(69,900)
Gain on debt extinguishment	-	(5,200)
Related party accruals	-	(123,100)
Loss on disposal	-	1,700
Derivative (Gain)/Loss	(520,400)	114,260
Valuation allowance	107,800	693,100
	\$ -	\$ -

As of December 31, 2021, the Company had net operating loss carry forwards of approximately \$19,177,000 that may be offset against future taxable income from the year 2022 through 2041. No tax benefit has been reported in the December 31, 2020 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

The Company’s policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2021 and 2020, the Company did not recognize any interest or penalties, nor did we have any interest or penalties accrued related to unrecognized benefits.

The tax years ended December 31, 2021, 2020 and 2019 are open for examination for federal income tax purposes and by other major taxing jurisdictions to which we are subject.

**Note 6. Related Party Transactions**

Throughout the year ended December 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 the years ended December 31, 2021 and 2020 were \$33,701 and \$11,655, respectively. There were no expenses due to the board members, but the Company has accrued directors’ fees of \$221,107 and \$221,107 as of the years ended December 31, 2021 and 2020, respectively. Two of the independent directors resigned on May 22, 2020 so no further directors’ fees were accrued for them. On February 26, 2021, the remaining independent director signed a Settlement and Compromise Agreement which eliminated all previously accrued directors’ fees as of September 30, 2020 for a flat fee of \$100,000. Since the effective date of the agreement was October 1, 2020, the adjustment was recorded as of December 31, 2020. Because the Company is not yet profitable the officers had agreed to defer compensation. On February 26, 2021, the officers signed Settlement and Compromise Agreements which eliminated all previously accrued compensation accrued as of September 30, 2020 for \$100,000 each. Since the effective date of these agreements is October 1, 2020, the adjustment was recorded as of December 31, 2020. The Company had accrued executive compensation of \$200,000 and \$200,000 as of December 31, 2021 and 2020, respectively.

**Note 7. Convertible Notes Payable**

*Year Ended December 31, 2021*

During the year ended December 31, 2021, there were no new convertible notes executed. During the year ended December 31, 2021, the Company accrued interest payable of \$258,778 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.

**Note 8. 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 to 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. Upon liquidation, Preferred Stockholders will receive the liquidation preference plus an amount equal to any accumulated and unpaid dividends up to the date of payment before any distribution of assets is made.

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.

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.

On July 1, 2021, the Board of Directors authorized the issuance of 1,280,000 shares of Series E Convertible Preferred Stock with a value of \$1,280,000. These shares were issued on July 14, 2021.

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, 2019. 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.

*Debt Conversion Shares*

2021

During the year ended December 31, 2021, there were no shares of common stock issued for debt conversion.

2020

During the year ended December 31, 2020, the Company issued a total of 16,849,013,669 shares of common stock per debt conversion of various convertible notes. The total of the debt conversion was for \$1,607,317 of principal, \$145,167 of accrued interest and \$95,933 financing costs.

Consultant Issued Shares

2021

During the year ended December 31, 2021, the Company issued 2,001,666 shares of common stock for marketing and consulting services valued at \$750.

2020

On January 30, 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 \$103. The remaining 160,000 shares of common stock with a value of \$30 has been recorded in Shares to be Issued. In addition, the Company is to also pay the advisor a monthly fee of \$2,500.

During the year ended December 31, 2020, the Company issued 588,332 shares of common stock for marketing and consulting services valued at \$1,604.

Preferred Series E Conversion

2021

During the year ended December 31, 2021, the Company issued 1,643,200,000 shares of common stock for conversion of 164,320 shares of Preferred Series E for a value of \$164,320.

2020

None

Stock Options

The following is a summary of the status of all Company’s stock options as of December 31, 2021 and changes during the periods ended on December 31, 2021 and 2020, respectively:

	Number of Stock Options	Weighted Average Exercise Price	Remaining Life (yrs.)	Intrinsic Value
Outstanding on January 1, 2020	57,000	\$ 40.00	1.1	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Expired/cancelled	(30,000)	40.00	.14	-
Outstanding on December 31, 2020	27,000	\$ 40.00	.14	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Expired/cancelled	(27,000)	-	-	-
Outstanding on December 31, 2021	-	-	-	\$ -
Options exercisable on December 31, 2021	-	\$ -	-	\$ -

Warrants

The following is a summary of the status of the Company’s warrants as of December 31, 2021 and changes during the periods ended on December 31, 2021 and 2020, respectively:

	Number of Warrants	Weighted Average Exercise Price	Remaining Life (yrs.)	Intrinsic Value
Outstanding on January 1, 2020	42,015	\$ 12.00	1.9	\$ 0.037
Granted	-	-	-	-
Exercised	-	-	-	-
Cancelled	(16,000)	11.04	-	-
Outstanding on December 31, 2020	26,015	\$ 12.50	1.2	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Cancelled	(26,015)	-	-	-
Outstanding on December 31, 2021	-	\$ -	-	\$ -
Warrants exercisable on December 31, 2021	-	\$ -	-	\$ -

Note 9. 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. On August 12, 2020, a former consultant filed suit in the Superior Court of the State of California for Breach of Contract and non-payment of fees per said contract. At the time of the suit, the Company owed to the vendor for contractual fees the total of \$24,339. On March 14, 2022, the Company accepted a Stipulation and Proposed Order for the payment of \$38,000 to the former consultant with the first payment of \$5,000 being due immediately and additional \$5,000 payments to be paid every 60 days thereafter until the total of \$38,000 is paid

Note 10. Revenue Recognition

Under ASC Topic 606, the Company recognizes revenue when the services have been completed. During the years ended December 31, 2021 and 2020, the Company recognized net revenue of \$0 and \$255,346, respectively.

Note 11. 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. In addition, the warrants have a Most Favoured Nations clause resulting in the exercise price of the warrants also not being fixed. Therefore, these have been characterized as derivative instruments. We elected to recognize the notes under ASU paragraph 815-15-25-4, whereby there would be a separation into a host contract and derivative instrument. We elected to initially and subsequently measure the notes and warrants in their entirety at fair value, with changes in fair value recognized in earnings.

The debt discount is amortized over the life of the note and recognized as interest expense. For the years ended December 31, 2021 and 2020, the Company amortized the debt discount of \$0 and \$619,799, respectively, to interest expense.

During the years ended December 31, 2021 and 2020, the Company had the following activity in the derivative liability account:

	Notes	Warrants	Total
Derivative liability at January 1, 2020	\$ 3,529,967	\$ 7	\$ 3,529,974
Addition of new conversion	47,620	-	47,620
Conversion of note derivatives	(5,094,792)	-	(5,094,792)
Change in fair value	5,442,306	(2)	5,442,304
Derivative liability at December 31, 2020	\$ 3,925,101	\$ 5	\$ 3,925,106
Change in fair value	(2,478,093)	(5)	(2,478,098)
Derivative liability at December 31, 2020	\$ 1,447,008	\$ -	\$ 1,447,008

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 follow:

Stock price at valuation date	\$ .0002
Risk free interest rate	.06%
Stock volatility factor	350.10%
Years to Maturity	.08
Expected dividend yield	None

**Note 12. Supplemental Cash Flow Information**

During the year ended December 31, 2021, the Company had the following cash and non-cash investing and financing activities:

- Issued 350,000 shares of preferred series E convertible stock for \$350,000 cash received.
- Issued 1,643,200,000 shares of common stock for conversion of 163,400 shares preferred series E convertible stock valued at \$163,400
- Issued 2,001,666 shares of common stock valued at \$750 for services

During the year ended December 31, 2020, the Company had the following non-cash investing and financing activities:

- Issued 16,849,013,669 shares of common stock for settlement of debt of \$1,607,317, accrued interest of \$145,167 and \$95,933 of financing costs
- Issued 668,332 shares of common stock valued at \$1,737 for services

**Note 13. Subsequent Events**

On March 14, 2022, the Company accepted a Stipulation and Proposed Order for the payment of \$38,000 to the former consultant who had filed a lawsuit on August 12, 2020 in the Superior Court of the State of California for Breach of Contract and non-payment of fees per said contract. See Footnote 9



ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During the past two years, there was no disagreement of the type described in paragraph (a)(1)(iv) or any reportable event as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K that is required to be disclosed under this Item 9.

ITEM 9A: CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that material information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that the 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.

We performed an evaluation (“Evaluation”), under the supervision and with the participation of our management including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operation of our disclosure controls and procedures (“Disclosure Controls”) as of the end of the period covered by this Report pursuant to Rule 13a-15 of the Exchange Act. Based on this evaluation and the existence of the material weaknesses discussed below in “*Management’s Report on Internal Control Over Financial Reporting*,” our management, including our CEO and CFO, concluded that our disclosure controls and procedures were not effective at the reasonable assurance level as of the end of the period covered by this report.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly on 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.

Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board, management and other personnel 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2021. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)*. Based on this assessment, management concluded that our internal control over financial reporting was not effective as of December 31, 2021, due to the existence of the material weaknesses discussed below. A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (“PCAOB”) Auditing Standard No. 5), or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Management identified the following material weaknesses that have caused management to conclude that as of December 31, 2021, our internal control over financial reporting was not effective:

- Our size has prevented us from being able to employ sufficient resources to enable us to have an adequate level of supervision and segregation of duties within our internal control system. Specifically, there is limited review of financial reporting and policies and procedures have not yet been implemented to analyze, document, monitor and report on non-routine and complex transactions that require management estimation or judgment.
- The Company does not have adequate controls and procedures or an internal audit function to detect errors in accounting for certain of its financing transactions.
- The lack of sufficient controls in place to ensure that all disclosures required were addressed in our financial statements, which may result in ineffective oversight in the establishment and monitoring of required internal controls and procedures.
- Management determined that the Company does not have a sufficient complement of personnel with appropriate training and experience in U.S. generally accepted accounting principles (“GAAP”) and lacks certain subject matter expertise related to accounting for income taxes, complex debt and equity transactions, and disclosures.

This Annual Report on Form 10-K does not include an attestation report of the Company’s registered public accounting firm regarding internal control over financial reporting due to permanent exemptions for smaller reporting companies. Management’s report was not subject to such attestation pursuant to rules of the Securities and Exchange Commission that permits us to provide only management’s report in this Annual Report.

**Remediation Plan for Material Weaknesses**

While management believes that the Company’s financial statements previously filed in the Company’s SEC reports have been properly recorded and disclosed in accordance with GAAP, based on the control deficiencies identified above, we have begun taking steps and plan to take additional measures to remediate the underlying causes of the material weakness, primarily through the development and implementation of formal policies, improved processes and documented procedures, as well as the hiring of additional finance personnel. Management believes that the appointment of additional management personnel will lead to increased oversight over the accounting and reporting function. As soon as we can raise sufficient capital or our operations generate sufficient cash flow, we will hire additional personnel to handle our accounting and reporting functions. We also plan to supply enhanced training and education on principles related to accounting for financing transactions, when funds allow.

Management has reviewed the financial statements and underlying information included herein in detail and believes the procedures performed are adequate to fairly present our financial position, results of operations and cash flows for the periods presented in all material respects.

Changes in Internal Control Over Financial Reporting

Other than as described above, there have been no changes in our internal control over financial reporting during the year ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting

ITEM 9B: OTHER INFORMATION

None.

Part III

ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Our directors were elected to serve until the next annual meeting of shareholders and until his respective successors will have been elected and will have qualified. The following table sets forth the name, age and position held with respect to our present executive officers and directors:

Name	Age	Position(s)
David Markowski	61	Chief Financial Officer and Member of the Board of Directors
Douglas MacLellan	66	Chief Executive Officer, Chairman and Secretary
Douglas Cole	66	Member of the Board of Directors

**David Markowski, Chief Financial Officer & Director.** Mr. Markowski has been CFO and a Director of eWellness Healthcare Corporation since May 2013. From October 1997 to October 2002, he was CEO and Co-Founder of GFNN, Inc. From 2002 to 2013 Mr. Markowski has maintained various active roles within GFNN’s subsidiaries including Founder, Director and CEO positions. From October 2009 to December 2011, he was the Director of Corporate Development for Visualant, Inc. From June 2003 to 2010 he was President of Angel Systems, Inc. an independent consulting firm with competencies in strategic marketing and business development. From January 1998 to October 1998, Mr. Markowski served as the Vice President of Finance for Medcom USA, a NASDAQ listed company. Prior to that, he had a decade of investment banking experience on Wall Street involved in financing start-ups and public offerings. He is a business development specialist with accolades in INC Magazine and others. Mr. Markowski obtained a BA degree in Marketing from Florida State University in 1982.

**Douglas MacLellan, Chief Executive Officer and Chairman of the Board.** Mr. MacLellan currently serves as Chief Executive Officer and Chairman of the Board of eWellness Healthcare Corporation. Mr. MacLellan has served as Chairman since May 2013 and was appointed by the Board to serve as Chief Executive Officer upon the resignation of Darwin Fogt, former CEO and Director effective on May 22, 2020. Mr. MacLellan is also an independent member of the board of directors of American Battery Metals Corporation (OTCQB: ABML), an early-stage battery metals recycling, extraction and resource production company, since October 2017 to the present. From November 2009 to December 2017, Mr. MacLellan was an independent director of ChinaNet Online Holdings, Inc. (NASDAQ: CNET) a media development, advertising and communications company. From June 2011 to the present, Mr. MacLellan has been Chairman of Innovare Products, Inc., a privately held company that develops innovative consumer products. From September 1992 through April 2014, Mr. MacLellan was Chairman and chief executive officer at Radient Pharmaceuticals Corporation. (OTCQB: RXPC.PK), a vertically integrated specialty pharmaceutical company. He formally served as president and chief executive officer for the MacLellan Group, an international financial advisory firm from 1992 to 2017. From August 2005 to May 2009, Mr. MacLellan was co-founder and vice chairman at Ocean Smart, Inc., a Canadian based aquaculture company. Mr. MacLellan was educated at the University of Southern California in economics and international relations.

**Douglas Cole, Director.** Mr. Cole has been a Director of the Company since May 2014. Mr. Cole is currently the Chairman and CEO of American Battery Metals Corporation (OTCQB: ABML), an early-stage battery metals recycling, extraction and resource production company headquartered in Nevada. Mr. Cole has also been a Partner with Objective Equity LLC since 2005, a boutique investment bank focused on the high technology, data analytics and the mining sector. Since 1977, Mr. Cole has held various executive roles, including Chairman, Executive Vice Chairman, Chief Executive Officer and President of multiple public corporations. From May 2000 to September 2005, he was also the Director of Lair of the Bear, The University of California Family Camp located in Pinecrest, California. During the period between 1991 and 1996 he was the CEO of HealthSoft, and he also founded and operated Great Bear Technology, which acquired Sony Image Soft and Starpress, then went public and eventually sold to Graphix Zone. In 1995 Mr. Cole was honored by NEA, a leading venture capital firm, as CEO of the year. In 1997, Mr. Cole became CEO of NetAmerica until merging in 1999. Since 1982 he has been very active with the University of California, Berkeley mentoring early-stage technology companies. Mr. Cole has extensive experience in global M&A and global distributions. He obtained his BA in Social Sciences from UC Berkeley in 1978.

**Director Qualifications**

We seek directors with established strong professional reputations and experience in areas relevant to the strategy and operations of our businesses. We also seek directors who possess the qualities of integrity and candour, who have strong analytical skills and who are willing to engage management and each other in a constructive and collaborative fashion, in addition to the ability and commitment to devote time and energy to service on the Board and its committees, as necessary. We believe that all our directors meet the foregoing qualifications.

The Board believes that the leadership skills and other experience of the Board members described below, in addition to each person’s experience set forth above in their respective biographies, provide the Company with a range of perspectives and judgment necessary to guide our strategies and monitor our executives’ business execution.

*Douglas MacLellan.* Mr. MacLellan is a co-founder of the Company and has been serving as an officer and/or director of various advance technology and high growth companies over the past 20 years. Mr. MacLellan has contributed to the Board’s strong leadership and vision for the development of the Company’s innovative business model.

*David Markowski.* Mr. Markowski is a co-founder of the Company and has been serving in senior management positions in various companies over the past 20 years, with an emphasis on corporate finance, accounting, audit, financial modelling and marketing. He holds a wealth of experience in company management skills.

*Doug Cole.* Mr. Cole is an international business executive with over 20 years of active management and board roles in various software, educational and technology public and private companies.

**Involvement in Certain Legal Proceedings**

To the best of the Company’s knowledge, none of the following events occurred during the past ten years that are material to an evaluation of the ability or integrity of any of our executive officers, directors or promoters:

(1) A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

(2) Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) Subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

(i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) Engaging in any type of business practice; or

(iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

(4) Subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3)(i) above, or to be associated with persons engaged in any such activity;

(5) Found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

(6) Found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

(7) Subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

- (i) Any Federal or State securities or commodities law or regulation; or
- (ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or
- (iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

(8) Subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization, any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

**Corporate Governance and Director Independence**

Presently, we are not currently listed on a national securities exchange or in an inter-dealer quotation system and therefore are not required to comply with the director independence requirements of any securities exchange. In determining whether our directors are independent, however, we intend to comply with the rules of NASDAQ. The board of directors will also consult with counsel to ensure that the boards of director’s determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors, including those adopted under the Sarbanes-Oxley Act of 2002 with respect to the independence of audit committee members. Nasdaq Listing Rule 5605(a)(2) defines an “independent director” generally as a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company’s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board of Directors has determined that Douglas Cole, Mr. Rowberry and Ms. Pleskow would qualify as “independent” as that term is defined by Nasdaq Listing Rule 5605(a)(2). Further, Mr. Cole qualifies as “independent” under Nasdaq Listing Rules applicable to board committees.

Due to our lack of operations and size prior to the Share Exchange, we did not have an Audit Committee. For these same reasons, we did not have any other separate committees prior to the Share Exchange; all functions of a nominating committee, audit committee and compensation committee were performed by our sole director. Although, as stated above, we are not the subject of any listing requirements, in connection with the Share Exchange, our Board of Directors established several committees to assist it in carrying out its duties. In particular, committees shall work on key issues in greater detail than would be practical at a meeting of all the members of the Board of Directors; each committee reviews the results of its deliberations with the full Board of Directors.

The standing committees of the Board of Directors currently consist of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Current copies of the charters for the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee, as well as our Corporate Governance Guidelines, Code of Ethics and Business Conduct, may be found on our website at [www.ewellnesshealth.com](http://www.ewellnesshealth.com), under the heading “Corporate Information—Governance Documents.” Printed versions also are available to any stockholder who requests them by writing to our corporate Secretary at our corporate address. Our Board of Directors may, from time to time, establish certain other committees to facilitate our management.

The Board will consider appointing members to each of the Committees when enough independent directors are appointed to the Board or as otherwise determined by the Board. Until such time, the full board of directors will undertake the duties of the audit committee, compensation committee and nominating committee.

**Compliance with Section 16(a) of the Securities Exchange Act of 1934**

Section 16(a) of the Exchange Act, as amended, requires that our directors, executive officers and persons who own more than 10% of a class of our equity securities that are registered under the Exchange Act to file with the SEC initial reports of ownership and reports of changes of ownership of such registered securities.

Based solely upon a review of information furnished to the Company, to the Company’s knowledge, during the fiscal year ended December 31, 2020, all such forms were filed.

**ITEM 11: EXECUTIVE COMPENSATION**

For the fiscal years ended December 31, 2021 and 2020, we did not pay any compensation to our executive officers, nor did any other person receive a total annual salary and bonus exceeding \$150,000.

On February 12, 2021, each of the two officers signed a Settlement and Compromise Agreement within which they agreed to eliminate any previously accrued compensation as of September 30, 2020 for \$100,000 each. Since the effective date of this agreement was October 1, 2020, this transaction was recorded at the year ended December 31, 2020. This Settlement and Compromise Agreement eliminated any previous compensation agreements established with the Share Purchase Agreement in 2014.

**Director’s Compensation**

There is no formal or informal arrangements or agreements to compensate employee directors for service provided as a director; however, compensation for new non-employee directors is determined on an ad hoc basis by the existing members of the board of directors at the time a director is elected. They are entitled to receive reimbursement of out-of-pocket expenses.

On February 12, 2021, the independent director signed a Settlement and Compromise Agreement within which they agreed to eliminate any previously accrued directors’ fees for this director as of September 30, 2020 for \$100,000. Since the effective date of this agreement was October 1, 2020, this transaction was recorded at the year ended December 31, 2020. This Settlement and Compromise Agreement eliminates the future need to accrue monthly directors’ fees.

**Compensation Policies and Practices as They Relate to the Company’s Risk Management**

We believe that our compensation policies and practices for all employees, including executive officers, do not create risks that are reasonably likely to have a material adverse effect on us.

**Employment Contracts**

We do not have any formal employment agreement with any of the officers. Any future compensation will be determined by the Board of Directors, and, as appropriate, an employment agreement will be executed.

**Outstanding Equity Awards**

There were no equity awards outstanding as of the end the year ended December 31, 2021.

*Option Grants*

During the year ended December 31, 2021, there were no options granted.

Aggregated Option Exercises and Fiscal Year-End Option Value

There were no stock options exercised during the year ending December 31, 2021 and 2020 by our executive officers.

Long-Term Incentive Plan (“LTIP”) Awards

There were no awards made to any named executive officers in the last completed fiscal year under any LTIP.

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 31, 2022 by (i) each person (or group of affiliated persons) who is known by us to own more than five percent (5%) of the outstanding shares of our common stock, (ii) each director, executive officer and director nominee, and (iii) all of our directors, executive officers and director nominees as a group.

Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. For purposes of this table, a person or group of persons is deemed to have “beneficial ownership” of any shares of common stock that such person has the right to acquire within 60 days of the date of the respective table. For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares that such person or persons has the right to acquire within 60 days of the date of the respective table is deemed to be outstanding for such person but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

As of March 31, 2022, we had 18,507,683,627 shares of common stock issued and outstanding.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Douglas MacLellan	155,000	.00%
David Markowski	62,000	.00%
Doug Cole	16,000	.00%

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Certain Related Party Transactions

Other than the relationships and transactions discussed below, we are not a party to, nor are we proposed to be a party, to any transaction during the last fiscal year involving an amount exceeding \$120,000 and in which a related person, as such term is defined by Item 404 of Regulation S-K, had or will have a direct or indirect material interest.

Indebtedness of Management

No officer, director or security holder known to us beneficially owns more than 5% of our Common stock or any member of the immediate family or sharing the household (other than a tenant or employee) of any of the foregoing persons is indebted to us in the years 2021 and 2020.

Review, Approval and Ratification of Related Party Transactions

Our Board of Directors conducts an appropriate review of and oversees all related-party transactions. We have not yet adopted formal standards in respect of the review and approval or ratification of related-party transactions; however, our board has conformed to the following standards: (i) all related-party transactions must be fair and reasonable to us and on terms comparable to those reasonably expected to be agreed to with independent third parties for the same goods and/or services at the time authorized by the board; and (ii) all related-party transactions must be authorized, approved or ratified by the affirmative vote of a majority of the directors who have no interest, either directly or indirectly, in any such related party transaction.

ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table shows the fees that were billed for the audit and other services provided by Haynie & Company, our independent registered public accounting firm, for the fiscal years ended December 31, 2021 and 2020.

	2021	2020
Audit Fees	\$ 71,500	\$ 79,500
Audit-Related Fees	-	9,100
Tax Fees	-	-
All Other Fees	-	-
Total	\$ 71,500	\$ 88,600

*Audit Fees* — This category includes the audit of our annual financial statements, review of financial statements included in our Annual Reports on Form 10-K and services that are normally provided by the independent registered public accounting firm in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or because of, the audit or the review of interim financial statements.

*Audit-Related Fees* — This category consists of assurance and related services by the independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees.” The services for the fees disclosed under this category include consultation regarding our correspondence with the Securities and Exchange Commission and other accounting consulting.

*Tax Fees* — This category consists of professional services rendered by our independent registered public accounting firm for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

*All Other Fees* — This category consists of fees for other miscellaneous items.

Preapproval Policy

Our Board of Directors reviews and approves audit and permissible non-audit services performed by its independent accountants, as well as the fees charged for such services. In its review of non-audit service fees and its appointment of Haynie & Company as our independent accountants, the Board of Directors considered whether the provision of such services is compatible with maintaining independence.



Part IV

ITEM 15: EXHIBITS, CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

- (a)
1. The financial statements listed in the “Index to Financial Statements” at page F-1 are filed as part of this report.
  2. Financial statement schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.
  3. Exhibits included or incorporated herein: See index to Exhibits.

(b) Exhibits

Exhibit No.	Description
3.1(a)	<a href="#">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.</a>
3.2	<a href="#">Bylaws (Incorporated by reference to Exhibit 3(b) to the Registration Statement on Form S-1 filed on May 15, 2012)</a>
10.30	<a href="#">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)</a>
10.31	<a href="#">Agreement and Plan of Merger dated May 18, 2021 between EWLL Acquisition Corp. and American Health Protection, Inc., filed with the Company's Form 10Q for June 30, 2021 filed on August 23, 2021.</a>
31.1	<a href="#">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.</a>
31.2	<a href="#">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.</a>
32.1	<a href="#">Certification of CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
32.2	<a href="#">Certification of CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

\*\* Filed herewith.

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  
President, CEO, Chairman of the Board

Date: March 31, 2022

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 Director (Principal Executive Officer)	March 31, 2022
<u>/s/ David Markowski</u> David Markowski	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	March 31, 2022
<u>/s/ Douglas Cole</u> Douglas Cole	Director	March 31, 2022

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 Annual Report on Form 10-K for the fiscal year ended December 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: March 31, 2022

/s/ Douglas MacLellan  
Douglas MacLellan  
Chief Executive Officer (Principal Executive Officer)

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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 Annual Report on Form 10-K for the fiscal year ended December 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: March 31, 2022

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

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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 Annual Report on Form 10-K of eWellness Healthcare Corporation (the “Company”) for the fiscal year ended December 31, 2021 as filed with the Securities and Exchange Commission (the “Report”), the undersigned Darwin Fogt, Chief Executive Officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

eWellness Healthcare Corporation.

Date: March 31, 2022

By: /s/ Douglas MacLellan  
Douglas MacLellan, Director and Chief Executive Officer  
(Principal Executive Officer)

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

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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 Annual Report on Form 10-K of eWellness Healthcare Corporation (the “Company”) for the fiscal year ended December 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: March 31, 2022

/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.*

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