

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 7, 2020

**BIOTRICITY INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Nevada**

(State or Other Jurisdiction of  
Incorporation or Organization)

**000-56074**

(Commission  
File Number)

**47-2548273**

(IRS Employer  
Identification No.)

**275 Shoreline Drive, Suite 150  
Redwood City, California 94065**

(Address of Principal Executive Offices)

**(650) 832-1626**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b): None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 7, 2020, Biotricity, Inc. (the “Company”) entered into exchange agreements (the “Exchange Agreements”) with certain noteholders. Pursuant to the Exchange Agreements, the Company issued an aggregate of 1,780 shares of its Series A Preferred Stock to the noteholders in exchange for an aggregate of \$1,780,000 million in outstanding promissory notes of the Company (including accrued interest thereon).

As previously reported, each holder of Series A Preferred Stock is not entitled to any voting rights except as may be required by applicable law, is subject to certain beneficial ownership limitations, and holders of shares of Series A Preferred are entitled to receive dividends at an annual rate of twelve percent (12%). The foregoing description of the Series A Preferred is not complete and is qualified by reference to the full text of the Certificate of Designation of Series A Convertible Preferred Stock, which is incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed December 20, 2019.

In connection with the foregoing, the Company relied upon the exemption from the registration requirements under Section 4(a)(2) of the Securities Act since, among other things, the transactions did not involve a public offering.

A copy of the form of the Exchange Agreements is attached hereto as exhibits to this Current Report. The foregoing description of the material terms of the Exchange Agreements are qualified in their entirety by reference by such exhibit.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information provided in response to Item 1.01 of this report is incorporated by reference into this Item 3.02.

**Item 9.01 Financial Statements and Exhibits.**

(d)

<u>Exhibit NO.</u>	<u>Description</u>
10.1	<a href="#">Form of Exchange Agreements</a>

## SIGNATURES

Pursuant to the requirements 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.

Date: January 13, 2020

BIOTRICITY INC.

By: /s/ John Ayanoglou

John Ayanoglou  
Chief Financial Officer

EXCHANGE AGREEMENT

This Exchange Agreement (this "Agreement") dated this \_\_ day of \_\_\_\_, 20\_\_ by and among Biotricity, Inc., a Nevada corporation (the "Company") and \_\_\_\_\_, a \_\_\_\_\_ (the "Holder").

WHEREAS, the Holder is the holder of a promissory note of the Company, dated on or about \_\_\_\_\_, in the original principal amount of \$ \_\_\_\_\_ (the "Note");

WHEREAS, the Company and the Holder desire to have the Holder exchange the Note for newly issued shares of Series A Preferred Stock of the Company, as more particularly set forth below;

WHEREFORE, the parties do hereby agree as follows:

1. Effective upon the execution of this Agreement, the Holder will exchange the Note for \_\_\_\_\_ newly issued shares (the "Series A Shares") of Series A Preferred Stock of the Company. Without limiting the generality of the foregoing, effective upon the execution of this Agreement, the Note (including, without limitation, all outstanding principal and accrued interest thereon), will automatically be deemed cancelled, and the Company shall issue the Series A Shares to the Holder.

2. The Holder represents and warrants to the Company that (i) it is the sole record and beneficial owner of the Note and holds such Note free and clear of all liens, (ii) it understands that the Series A Shares it will acquire hereunder are restricted securities within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), have not been registered under the Securities Act or any state securities laws and may not be transferred or sold except pursuant to an effective registration statement or an available exemption therefrom, (iii) the Holder is an accredited investor as defined under Rule 501 under the Securities Act, (iv) the Holder understands that an investment in the Series A Shares involves a high degree of risk, including the risks set forth in the Company's filings with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended, since January 1, 2018 (the "SEC Reports"), and (v) the Holder acknowledges that it has had the opportunity to review the SEC Reports (including, without limitation, the Company's 8-K filed with the SEC on December 20, 2019 setting forth the terms of the Series A Preferred Stock).

3. [In accordance with Section 3 of the Certificate of Designation of the Series A Preferred Stock, the Company and Holder agree to accrue and defer all dividends payable on the Holder's Series A Shares.]

4. This Agreement constitutes the entire agreement and supersedes all other prior and contemporaneous agreements and undertakings, both written and oral, among the parties hereto with regard to the subject matter hereof.

5. This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York. Holder and Company hereby irrevocably submit to the exclusive jurisdiction of any federal or state court located within the County of New York over any dispute relating to this Agreement and Company and Holder each hereby irrevocably agree that all claims in respect of such dispute or any suit, action or proceeding related thereto may be heard and determined in such courts.

6. This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and shall be binding upon all parties, their successors and assigns, and all of which taken together shall constitute one and the same Agreement. A signature delivered by facsimile or email shall constitute an original.

[Signature Page Follows]

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

**BIOTRICITY, INC.**

By: \_\_\_\_\_  
Name:  
Title:

**HOLDER:**

By: \_\_\_\_\_  
Name:  
Title: